MARVEL
the AMAZING SPIDER-MAN
THE COMPLETE BEN REILLY EPIC
STEVEN 95

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

WRITERS
Tom DeFalco, Todd Dezago, Glenn Herdling, Dan Jurgens, Mike Lackey, Howard Mackie & Evan Skolnick

PENCILERS
Mark Bagley, Sal Buscema, Dan Jurgens, Gil Kane, Paris Karounos, Scott McDaniel, Tom Morgan, John Romita Jr., Tod Smith, Joe St. Pierre & Patrick Zircher

INKERS/FINISHERS
Hector Collazo, Randy Emberlin, Don Hudson, Klaus Janson, Larry Mahlstedt, Scott McDaniel, Al Milgrom, John Nyberg, Tom Palmer, Jimmy Palmiotti, Andrew Pepoy, Bill Sienkiewicz & Al Williamson

COLORISTS
Joe Andreani, Malibu Computer Color, John Kalisz, Joe Rosas, Bob Sharen, Kevin Tinsley, Adam Wallenta, Chia-Chi Wang & Gregory Wright

LETTERERS
John Costanza, Steve Dutro, Loretta Krol, Jim Novak, Bill Oakley, Clem Robins & Richard Starkings with Comicraft

EDITORS
Mark Bernardo, Tom Brevoort, Bob Budiansky, Eric Fein & Glenn Greenberg

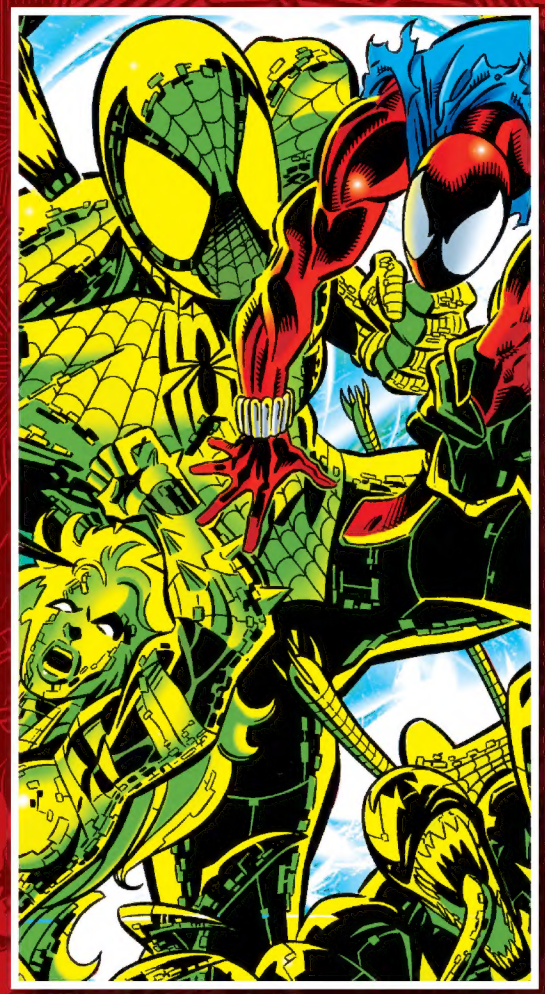
Special thanks to Mike Fichera, Rob London & Peter Kroon
New Spider-Man costume designed by Mark Bagley
New Warriors #66 dedicated to Steve Ditko

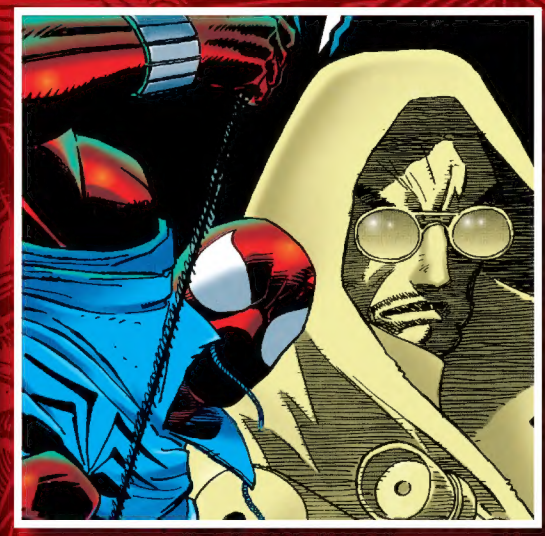
Front Cover Artist: Steven Butler
Front Cover Colorist: Chris Sotomayor
Back Cover Artist: John Romita, Jr.
Back Cover Colorist: Tom Smith

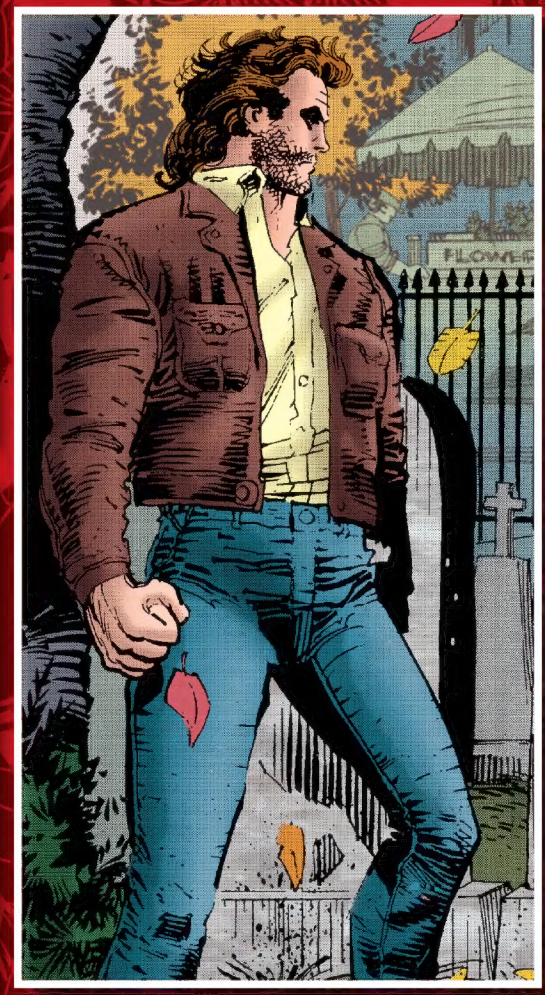
Collection Editor: Mike O'Sullivan
Editorial Assistants: James Emmett & Joe Hochstein
Assistant Editors: Nelson Ribeiro & Alex Starbuck
Editors, Special Projects: Mark D. Beazley & Jennifer Grünwald
Senior Editor, Special Projects: Jeff Youngquist
Senior Vice President of Sales: David Gabriel
SVP of Brand Planning & Communications: Michael Pasciullo
Research: Jeph York
Production: ColorTek
Designer: Arlene So

Digital Manager/Production: Tim Smith 3
Digital Production: Kou Chen

Editor In Chief: Axel Alonso
Chief Creative Officer: Joe Quesada
Publisher: Dan Buckley
Producer: Alan Fine







SPIDER-MAN
THE PARKER YEARS

NOV • 1
$2.50US
$3.49 CAN

MARVEL® SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

Was it a lie? Did it matter?

These are the questions about his life that swirl through the mind of Peter Parker as he leaves his days as Spider-Man behind and faces the future!

And only an anguished revisiting of his web-slinging past can provide him with the fateful answer!

A long time ago, a high school student named **Peter Parker** was bitten by a radioactive spider.

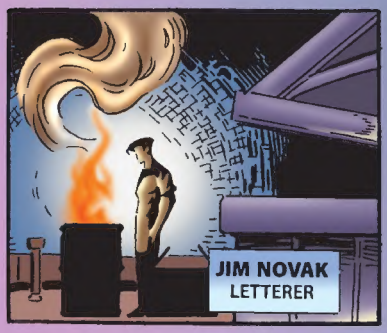
As a result, he gained incredible powers which he learned to use to protect the innocent and help the helpless, as...

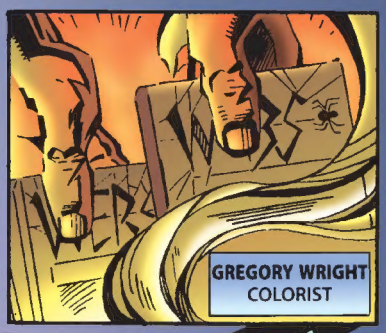
SPIDER-MAN

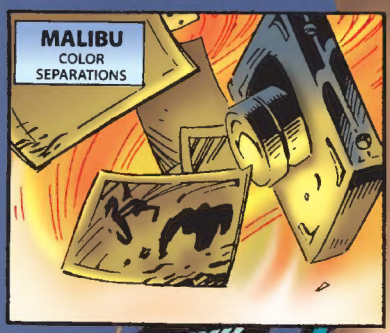
Or so he **thought.**

But recently "Peter" discovered that he's **not** Peter Parker at all, but a cleverly-concocted **clone**...a duplicate, having lived five years of a super-heroic life that wasn't really his.

And coming to **terms** with that revelation is the hardest thing Peter Parker — **or** Spider-Man — has ever tried to do.







--THINK I'VE GOT THE KITCHEN PACKING UNDER CONTROL, HONEY...THOUGH I COULD USE A LITTLE HELP WITH--

PETER?!

WHAT'S WITH THE BONFIRE? WHAT ARE YOU DOING?!

I'M ENDING THIS CHARADE, MARY JANE, ONCE AND FOR ALL.

ARE YOU GOING TO START WHINING ABOUT BEING A CLONE AGAIN? BECAUSE IF YOU ARE, I REALLY DON'T WANT--

*PETER DECIDED TO GIVE UP BEING SPIDER-MAN AND MOVE AWAY WITH MARY JANE IN SPECTACULAR SPIDER-MAN #229. --TOM

NO...NO, I'VE ACCEPTED THE FACT THAT I'M A CLONE.

BUT THAT DOESN'T CHANGE THE SITUATION.

NOTHING I DID OVER THE PAST FIVE YEARS WAS REAL ...IT WAS ALL A LIE. AND IT'S ALL BEST FORGOTTEN.

WHICH IS EXACTLY WHAT I'M GOING TO DO ...BY BURNING THIS STUFF AND LEAVING THE ASHES--AND THE MEMORIES--BEHIND.

HOW CAN YOU EVEN THINK THAT, PETER, LET ALONE SAY IT?

YOU WEREN'T--

SPIDER-MAN. NO, I WASN'T.

AT LEAST, NOT THE SPIDER-MAN I THOUGHT I WAS, NOT THE REAL ONE.

I WAS A SECOND-STRINGER, A LAST-MINUTE REPLACEMENT PLAYER...AND NOT A VERY GOOD ONE, EITHER.

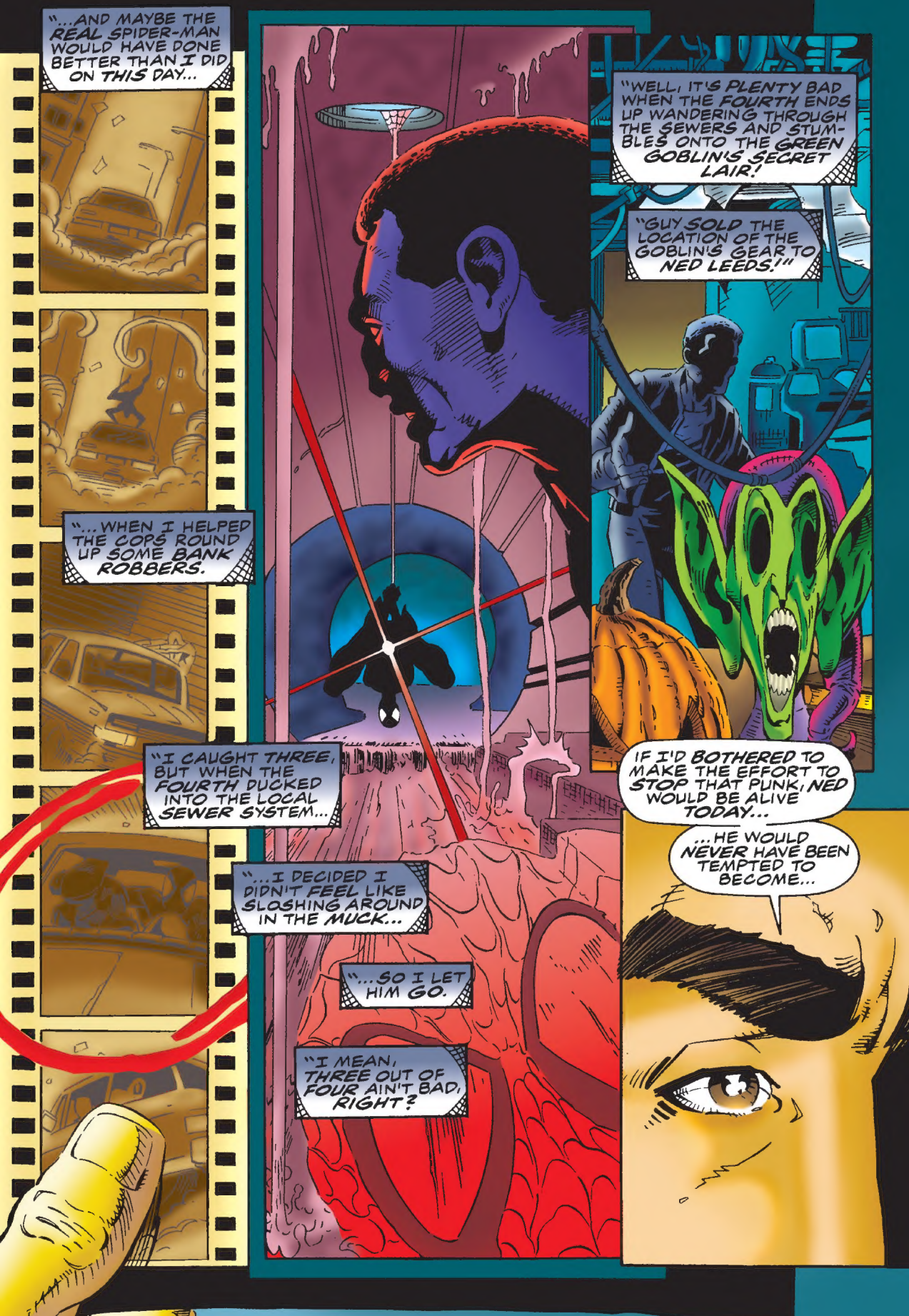
WHERE WAS THAT PICTURE...?

HERE... THIS IS WHERE MY LIFE AS SPIDER-MAN REALLY STARTED...

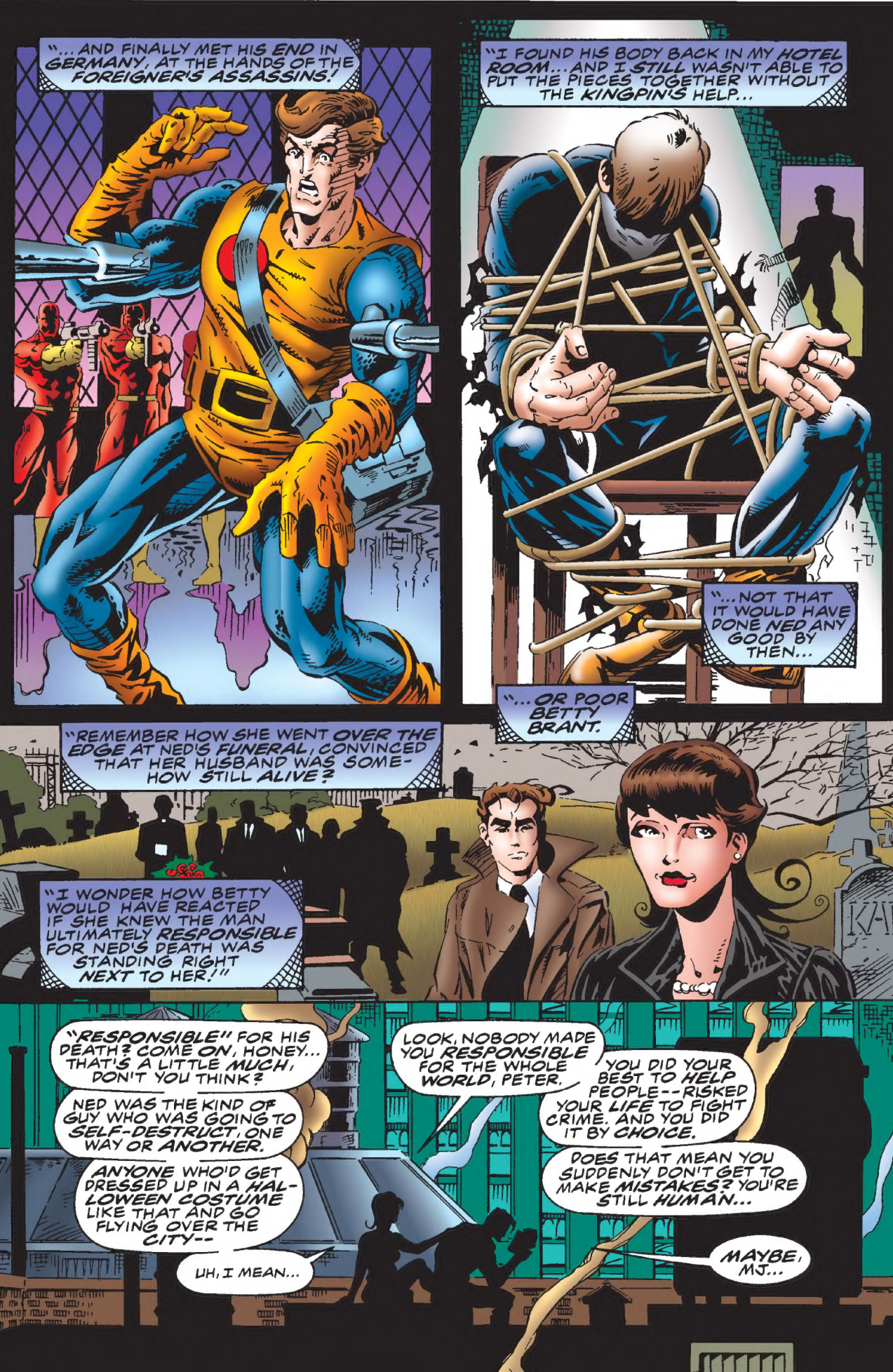
...AFTER I DESTROYED MY "CLONE"... THAT WAS WHERE I THOUGHT I LEFT ALL THE TRICKS AND LIES BEHIND...

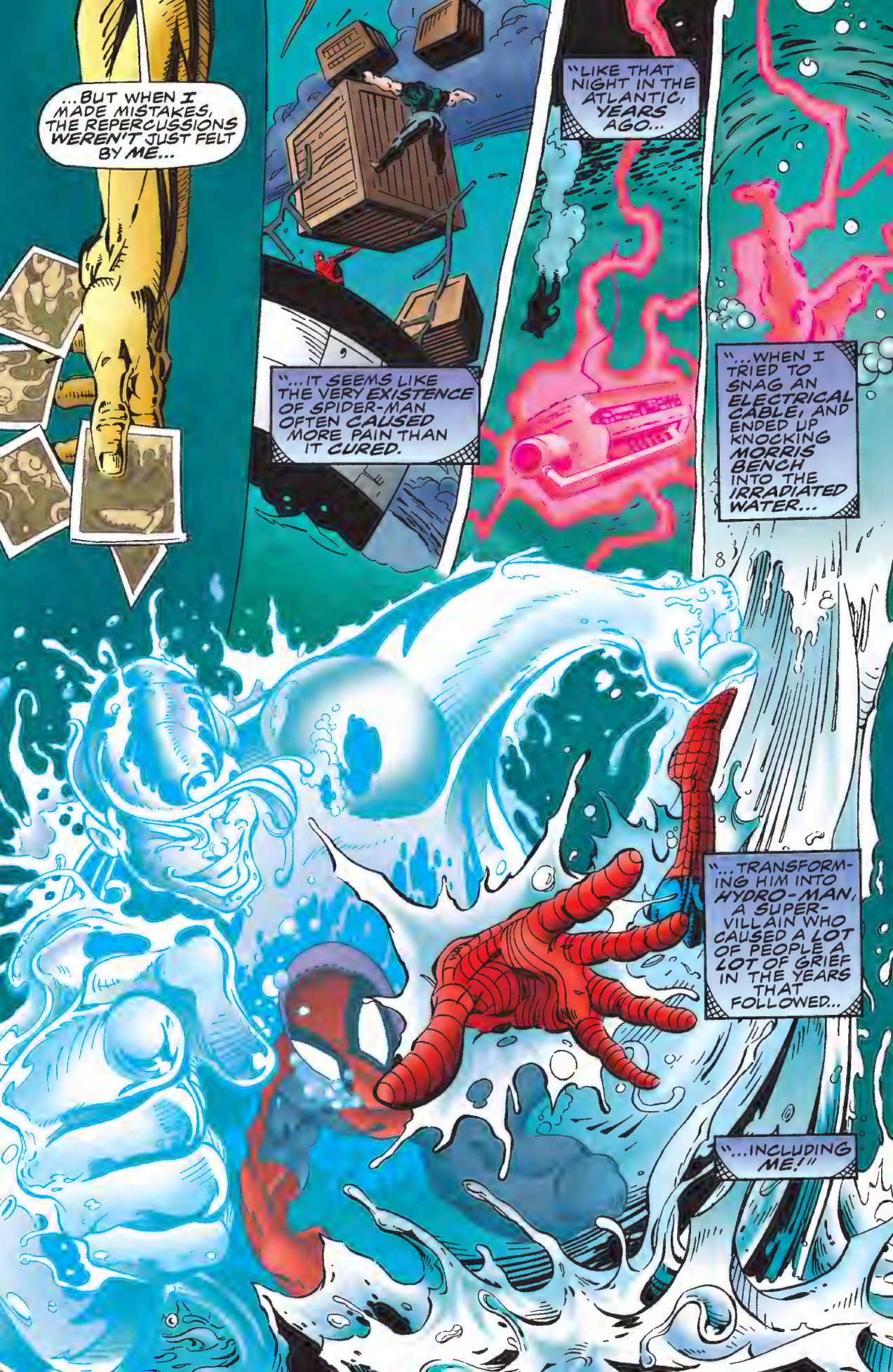
"...RIGHT AFTER WHICH, I WAS FACED WITH THE IMPOSSIBLE SIGHT OF MY OLD FOES SANDMAN, KINGPIN AND THE VULTURE, ALL ATTACKING ME AT ONCE!

"'COURSE, IT ENDED UP BEING NOTHING MORE THAN AN ELABORATE TRICK BY PROFESSOR SMYTHE, DESIGNED TO CONFUSE ME SO HE COULD GET ME IN THE CLUTCHES OF HIS LATEST SPIDER-SLAYER...
"...AND HE MIGHT'VE KILLED ME, TOO, IF I HADN'T BROKEN FREE THANKS TO AN ADRENALINE RUSH... FROM MY LOVE FOR YOU, MARY JANE.
"SEE, I THOUGHT MY FEELINGS FOR YOU COULDN'T HAVE BEEN IMPLANTED BY THE JACKAL...
"...THAT THEY PROVED I WAS THE REAL PETER PARKER, AND NOT THE CLONE. I WAS SO SURE, IN FACT, I EVEN THREW AWAY DR. CONNORS' REPORT ON MY GENETIC COMPOSITION WITHOUT READING IT!"
IF I'D ONLY REALIZED HOW DIABOLICALLY PERFECT A REPLICA I'D BEEN CREATED TO BE...
...I MIGHT HAVE DIED THERE AND THEN.
MAYBE THAT WOULD'VE PREVENTED ALL THIS CLONE MADNESS FROM EVER HAPPENING...


"...AND MAYBE THE REAL SPIDER-MAN WOULD HAVE DONE BETTER THAN I DID ON THIS DAY...
"...WHEN I HELPED THE COPS ROUND UP SOME BANK ROBBERS.
"I CAUGHT THREE, BUT WHEN THE FOURTH DUCKED INTO THE LOCAL SEWER SYSTEM...
"...I DECIDED I DIDN'T FEEL LIKE SLOSHING AROUND IN THE MUCK...
"...SO I LET HIM GO.
"I MEAN, THREE OUT OF FOUR AIN'T BAD, RIGHT?
"WELL, IT'S PLENTY BAD WHEN THE FOURTH ENDS UP WANDERING THROUGH THE SEWERS AND STUMBLES ONTO THE GREEN GOBLIN'S SECRET LAIR!
"GUY SOLD THE LOCATION OF THE GOBLIN'S GEAR TO NED LEEDS!"
IF I'D BOTHERED TO MAKE THE EFFORT TO STOP THAT PUNK, NED WOULD BE ALIVE TODAY...
...HE WOULD NEVER HAVE BEEN TEMPTED TO BECOME...

"...THE HOBGOBLIN!
"HOW LONG A TRAIL OF MISERY DID I INADVERTENTLY CAUSE BY CHASING THAT THUG INTO THE SEWERS?
"HOW MANY LIVES WERE SHATTERED?
"YOU REMEMBER, MARY JANE... NED KIDNAPED AND TERRORIZED YOU AND LIZ ALLEN...
"...FRAMED FLASH THOMPSON, CONVINCING THE AUTHORITIES THAT FLASH WAS THE HOBGOBLIN...


"... AND FINALLY MET HIS END IN GERMANY, AT THE HANDS OF THE FOREIGNER'S ASSASSINS!
"I FOUND HIS BODY BACK IN MY HOTEL ROOM... AND I STILL WASN'T ABLE TO PUT THE PIECES TOGETHER WITHOUT THE KINGPIN'S HELP...
"... NOT THAT IT WOULD HAVE DONE NED ANY GOOD BY THEN...
"... OR POOR BETTY BRANT.
"REMEMBER HOW SHE WENT OVER THE EDGE AT NED'S FUNERAL, CONVINCED THAT HER HUSBAND WAS SOME-HOW STILL ALIVE?
"I WONDER HOW BETTY WOULD HAVE REACTED IF SHE KNEW THE MAN ULTIMATELY RESPONSIBLE FOR NED'S DEATH WAS STANDING RIGHT NEXT TO HER!"
"RESPONSIBLE" FOR HIS DEATH? COME ON, HONEY... THAT'S A LITTLE MUCH, DON'T YOU THINK?
NED WAS THE KIND OF GUY WHO WAS GOING TO SELF-DESTRUCT, ONE WAY OR ANOTHER.
ANYONE WHO'D GET DRESSED UP IN A HAL-LOWEEN COSTUME LIKE THAT AND GO FLYING OVER THE CITY--
UH, I MEAN...
LOOK, NOBODY MADE YOU RESPONSIBLE FOR THE WHOLE WORLD, PETER.
YOU DID YOUR BEST TO HELP PEOPLE--RISKED YOUR LIFE TO FIGHT CRIME. AND YOU DID IT BY CHOICE.
DOES THAT MEAN YOU SUDDENLY DON'T GET TO MAKE MISTAKES? YOU'RE STILL HUMAN...
MAYBE, MJ...


...BUT WHEN I MADE MISTAKES, THE REPERCUSSIONS WEREN'T JUST FELT BY ME...
"...IT SEEMS LIKE THE VERY EXISTENCE OF SPIDER-MAN OFTEN CAUSED MORE PAIN THAN IT CURED.
"LIKE THAT NIGHT IN THE ATLANTIC, YEARS AGO...
"...WHEN I TRIED TO SNAG AN ELECTRICAL CABLE, AND ENDED UP KNOCKING MORRIS BENCH INTO THE IRRADIATED WATER...
"...TRANSFORMING HIM INTO HYDRO-MAN, A SUPER-VILLAIN WHO CAUSED A LOT OF PEOPLE A LOT OF GRIEF IN THE YEARS THAT FOLLOWED...
"...INCLUDING ME!"

BUT THIS MIGHT HAVE BEEN THE WORST MISTAKE I EVER MADE...
THE BEYONDER'S LITTLE "SECRET WAR" ON BATTLEWORLD HAD TAKEN ITS TOLL ON US HEROES...
...EVEN THOR NEEDED TO GET HIMSELF A NEW CAPE AND HELMET FROM THIS BIZARRE MACHINE THAT REPLICATED FABRIC.
MY OWN COSTUME WAS IN PRETTY BAD SHAPE...
HOTO FOR THE BUGLE BY P. PARKER
S THIS THE NEW SPIDER-MAN?
"...SO I TRIED TO DO THE SAME THING AS THOR...
"...BUT I REACHED INTO THE WRONG MACHINE!
"THE ALIEN SYMBIOTE I HAD UNKNOWINGLY SET FREE CLUNG TO ME FOR MONTHS, AS MY NEW BLACK COSTUME!...
"...UNTIL I MANAGED TO DRIVE IT OFF ME WITH THE DEAFENING SOUNDS OF THE BELLS AT OUR LADY OF SAINTS CHURCH!
"I THOUGHT I HAD PAID THE PRICE FOR MY LITTLE MISTAKE ON BATTLEWORLD...
"...BUT THE TROUBLE HADN'T EVEN BEGUN YET!
"THE SYMBIOTE WAITED IN THE CHURCH AND EVENTUALLY BONDED WITH DISGRUNTLED GLOBE REPORTER EDDIE BROCK, WHO WAS PRAYING AND CONTEMPLATING SUICIDE!
"TOGETHER, BROCK AND THE ALIEN COSTUME BECAME...

VENOM

"FUELED BY HIS DOUBLY-OBSESSIVE HATRED OF ME, VENOM DID WHATEVER HE COULD TO MAKE MY LIFE A LIVING HELL...

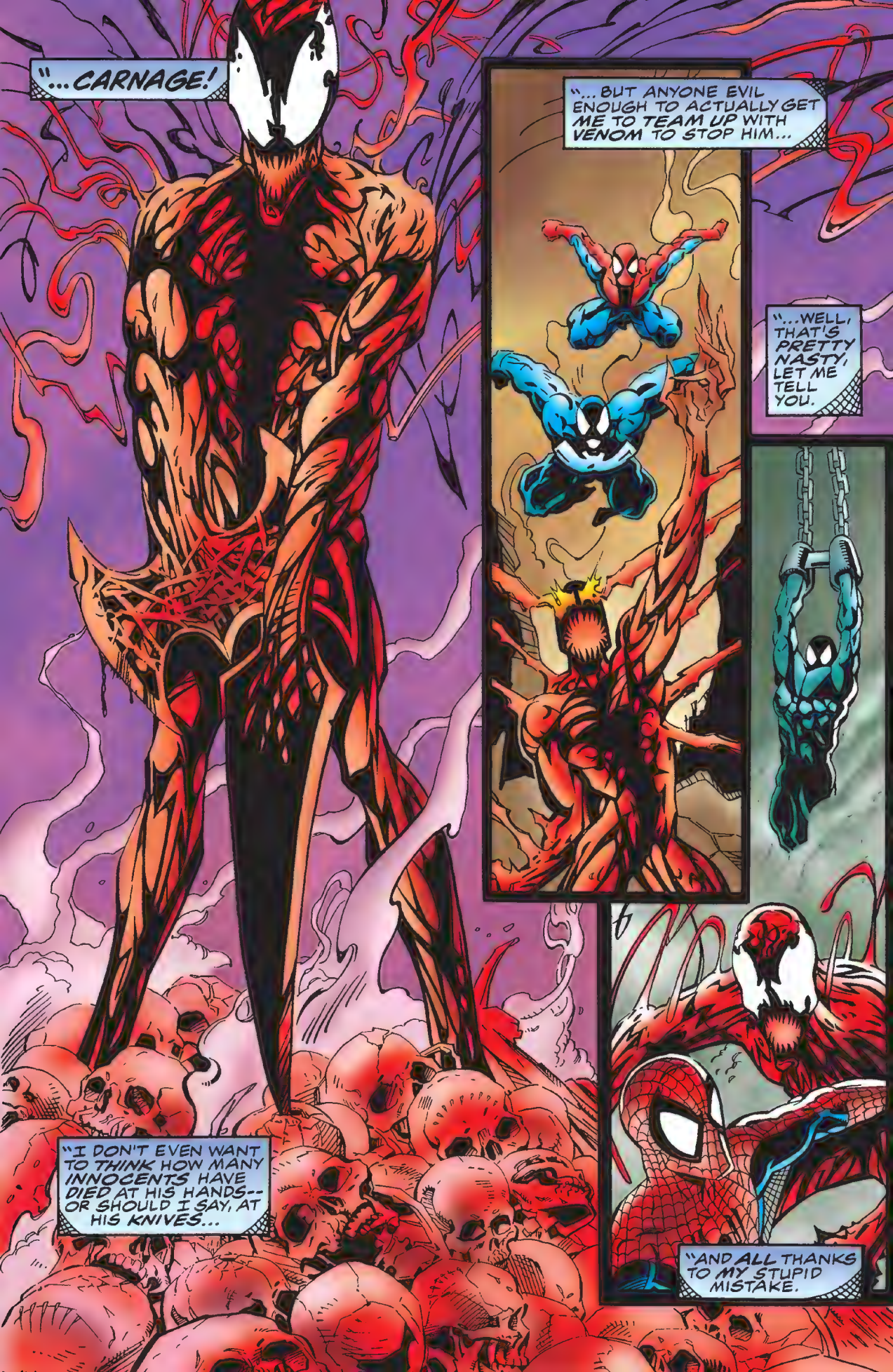
"...TERRORIZING YOU, MARY JANE...

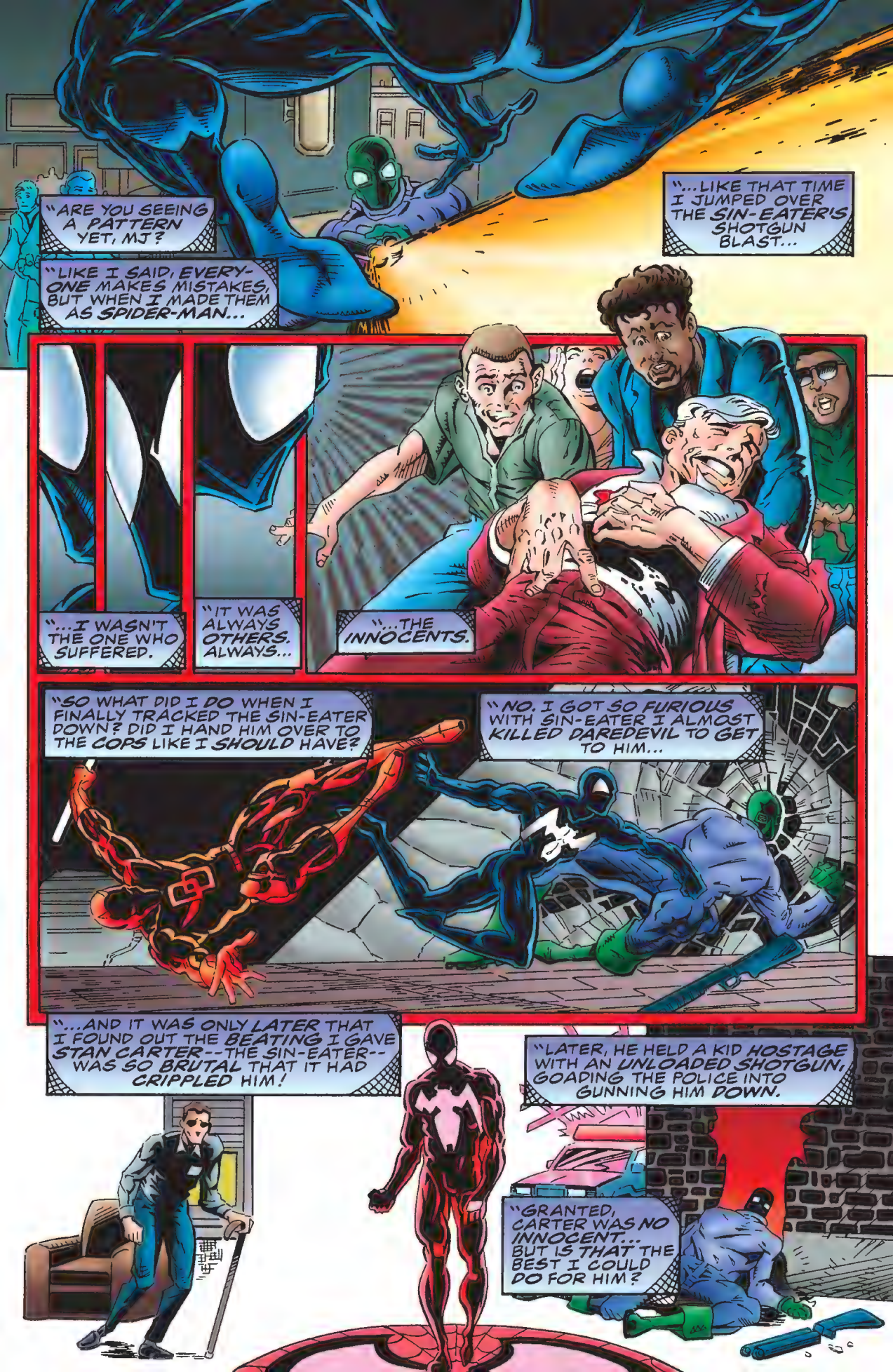
"...ENGAGING ME IN BATTLE AFTER SENSELESS BATTLE, ENDANGERING COUNTLESS INNOCENTS AND KILLING GOD KNOWS HOW MANY OTHERS BETWEEN OUR BOUTS...

"...USING YOU AND AUNT MAY TO GET AT ME...

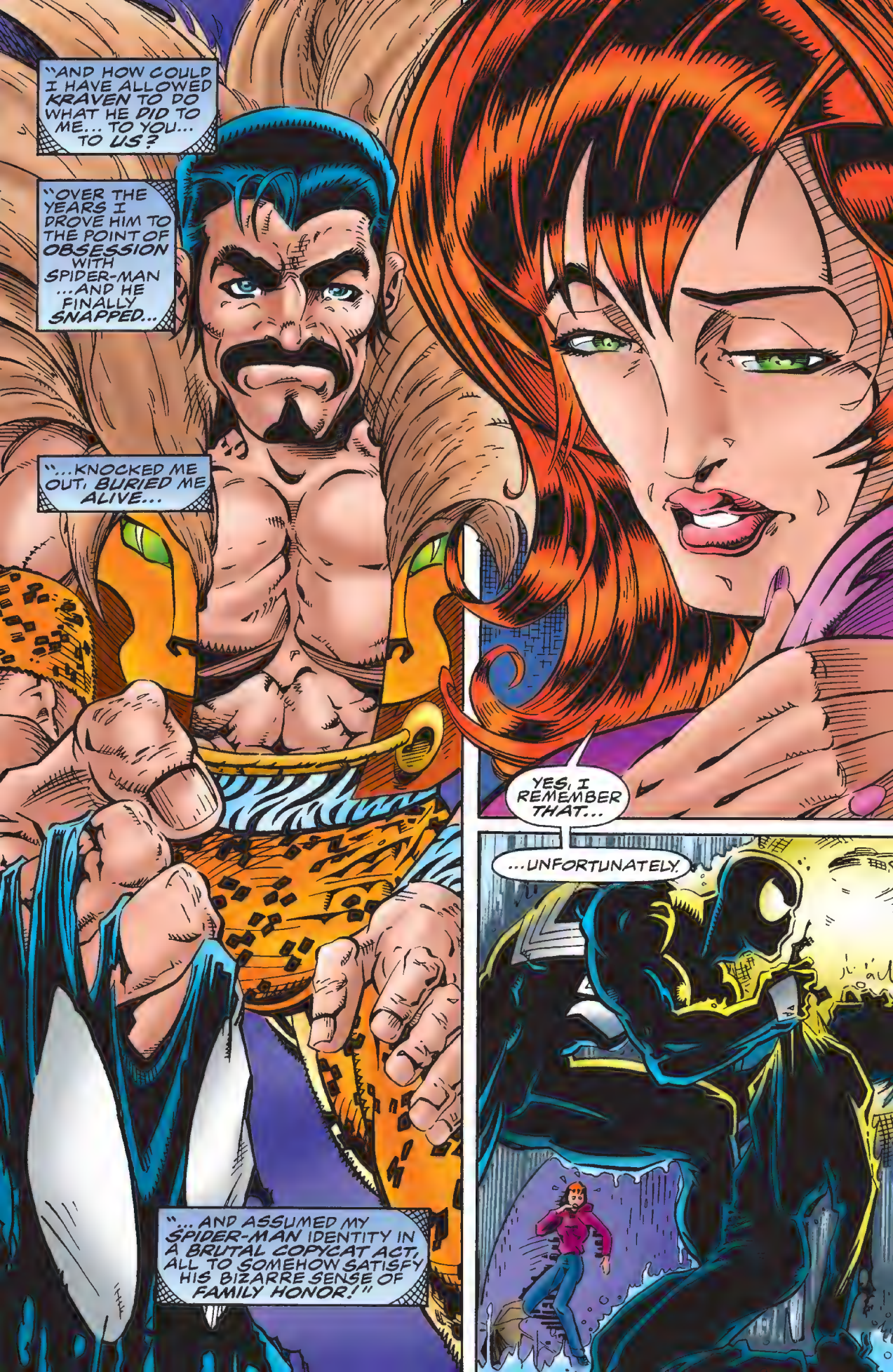
"...AND EVENTUALLY SPAWNING SIX SYMBIOTE OFFSPRING--FIVE OF WHICH MERGED WITH HUMANS OBSESSED WITH HUNTING VENOM DOWN...

"...AND THEIR HORRIFIC BROTHER, THE WORST, MOST DANGEROUS SYMBIOTE OF ALL...


"...CARNAGE!
"...BUT ANYONE EVIL ENOUGH TO ACTUALLY GET ME TO TEAM UP WITH VENOM TO STOP HIM...
"...WELL, THAT'S PRETTY NASTY, LET ME TELL YOU.
"I DON'T EVEN WANT TO THINK HOW MANY INNOCENTS HAVE DIED AT HIS HANDS--OR SHOULD I SAY, AT HIS KNIVES...
"AND ALL THANKS TO MY STUPID MISTAKE.


"ARE YOU SEEING A PATTERN YET, MJ?
"LIKE I SAID, EVERYONE MAKES MISTAKES, BUT WHEN I MADE THEM AS SPIDER-MAN...
"...LIKE THAT TIME I JUMPED OVER THE SIN-EATER'S SHOTGUN BLAST...
"...I WASN'T THE ONE WHO SUFFERED.
"IT WAS ALWAYS OTHERS. ALWAYS...
"...THE INNOCENTS.
"SO WHAT DID I DO WHEN I FINALLY TRACKED THE SIN-EATER DOWN? DID I HAND HIM OVER TO THE COPS LIKE I SHOULD HAVE?
"NO. I GOT SO FURIOUS WITH SIN-EATER I ALMOST KILLED DAREDEVIL TO GET TO HIM...
"...AND IT WAS ONLY LATER THAT I FOUND OUT THE BEATING I GAVE STAN CARTER--THE SIN-EATER--WAS SO BRUTAL THAT IT HAD CRIPPLED HIM!
"LATER, HE HELD A KID HOSTAGE WITH AN UNLOADED SHOTGUN, GOADING THE POLICE INTO GUNNING HIM DOWN.
"GRANTED, CARTER WAS NO INNOCENT... BUT IS THAT THE BEST I COULD DO FOR HIM?

"BAD JUDGMENT, MARY JANE...
"...THAT'S MY LEGACY AS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN FILL-IN.
"WHAT ELSE BESIDES BAD JUDGMENT--BASED ON MEMORIES AND KNOWLEDGE THAT WERE ARTIFICIALLY IMPLANTED IN MY BRAIN--COULD ACCOUNT FOR ALL THESE MISTAKES?
"IT WAS MY INTERFERENCE, MY DOUBTS THAT CAUSED THE PUMA TO FAIL IN HIS QUEST TO DEFEAT THE BEYONDER--THE SUPER-BEING WHO MAY HAVE GONE ON TO ALTER OUR VERY REALITY WITHOUT US KNOWING IT!
"IT WAS MY FAILURE TO CONSIDER THE CONSEQUENCES WHEN I ASKED DOCTOR STRANGE TO REMOVE THE BLACK CAT'S BAD LUCK INFLUENCE THAT HAD BEEN DOGGING ME FOR WEEKS...
"...WHICH CAUSED MY, ER.. FRIEND, THE CAT HERSELF, TO LOSE HER OWN BAD LUCK POWERS AT THE WORST POSSIBLE TIME --AND TO SUFFER A HORRIBLE BEATING!


"AND HOW COULD I HAVE ALLOWED KRAVEN TO DO WHAT HE DID TO ME... TO YOU... TO US?
"OVER THE YEARS I DROVE HIM TO THE POINT OF OBSESSION WITH SPIDER-MAN ...AND HE FINALLY SNAPPED...
"...KNOCKED ME OUT, BURIED ME ALIVE...
"...AND ASSUMED MY SPIDER-MAN IDENTITY IN A BRUTAL COPYCAT ACT, ALL TO SOMEHOW SATISFY HIS BIZARRE SENSE OF FAMILY HONOR!"
YES, I REMEMBER THAT...
...UNFORTUNATELY.

"IT DIDN'T STOP THERE, MJ...
"...I'M JUST GLAD YOU NEVER SAW HOW KRAVEN ENDED IT ALL...
"...ONCE HE HAD REGAINED 'HONOR' FOR HIS FAMILY.
"HMPH. AND SPEAKING OF FAMILIES...
"...I CAN'T BELIEVE THE REAL SPIDER-MAN WOULD HAVE BEEN TAKEN IN BY THE SIGHT OF HIS OWN PARENTS...
"...MIRACULOUSLY RETURNED FROM THE DEAD!
"THE REAL SPIDER-MAN WOULD HAVE FIGURED OUT IMMEDIATELY THAT IT WAS A PLOT BY LONGTIME ENEMIES, INTENT ON FINDING OUT HIS SECRET IDENTITY!"
'COURSE, WE'RE NOT TALKING ABOUT THE REAL SPIDER-MAN.
WE'RE TALKING ABOUT ME.
AND IT TOOK ME FOREVER TO FIND OUT THAT "MOM" AND "DAD" WERE CLEVERLY CONSTRUCTED ANDROIDS.
FUNNY, HUH? NONE OF US WERE THE REAL THING.
THAT WAS WHEN I THOUGHT I HAD HIT BOTTOM, MJ.
AND THAT WAS WHEN HE SHOWED UP...

"...BEN REILLY...
"...THE GUY WHO THOUGHT HE WAS THE CLONE OF SPIDER-MAN!
"WELL, I DIDN'T EVEN BELIEVE THAT MUCH, CONSIDERING WHAT I'D JUST BEEN THROUGH WITH 'MOM' AND 'DAD'...
"...AND I ASSUMED HE WAS JUST ANOTHER TRICK, ANOTHER BAD JOKE ON THE PART OF SOME TWO-BIT VILLAIN LIKE THE JACKAL.
"WELL, I GOT THE JACKAL PART RIGHT, ANYWAY.
"BUT BEN WAS NO JOKE.
"HE WAS THE REAL, HONEST-TO-GOODNESS SPIDER-MAN...THOUGH NEITHER OF US KNEW THAT YET...
"...AND IT DIDN'T TAKE LONG BEFORE HE HAD LEFT HIS FIVE YEARS OF EXILE BEHIND...
"...AND TOOK TO WEB-SLINGING AGAIN, AS THE SCARLET SPIDER

"IF THERE WAS ANY DOUBT THAT BEN IS 100% SPIDER-MAN, I THINK THOSE WERE ERASED WHEN HE SINGLE-HANDEDLY THRASHED VENOM...

"...SOMETHING I WAS NEVER ABLE TO DO ALONE!

"THEN IT REALLY STARTED... THE CLONE MADNESS TOOK OVER OUR ENTIRE LIVES...

"...AND THANKS TO THE REJUVENATED JACKAL, CLONES STARTED APPEARING EVERYWHERE...

"...GWEN STACY CLONES...

"...JACKAL CLONES...

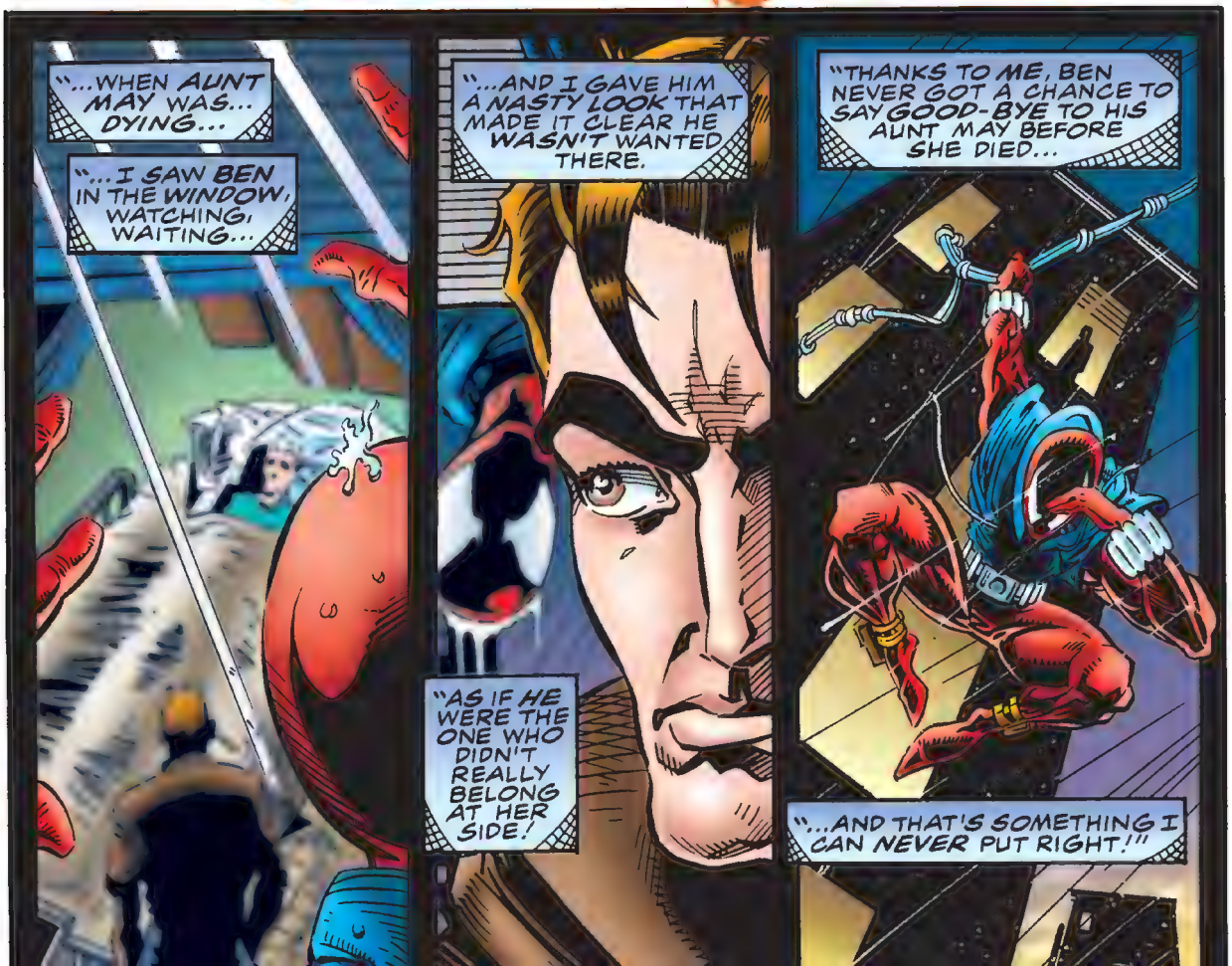
"...AUGMENTED SPIDER-MAN CLONES SUCH AS SPIDERCIDE...

"...EVEN THE ORIGINAL SPIDEY CLONE... THE BRUTAL, UNFORGIVING KAINE!

"BEFORE IT WAS OVER, BEN AND I WERE LITERALLY SWIMMING IN CLONES.

"I WONDER IF DOCTOR OCTOPUS REALIZED THAT THE NEAR-DEAD PETER PARKER ON HIS LAB TABLE WAS NOTHING BUT ANOTHER CLONE?
"I WONDER IF HE WOULD HAVE BOTHERED TO SAVE MY LIFE THEN?
"HECK, I DON'T KNOW WHY HE SAVED ME IN THE FIRST PLACE, AND I NEVER WILL...

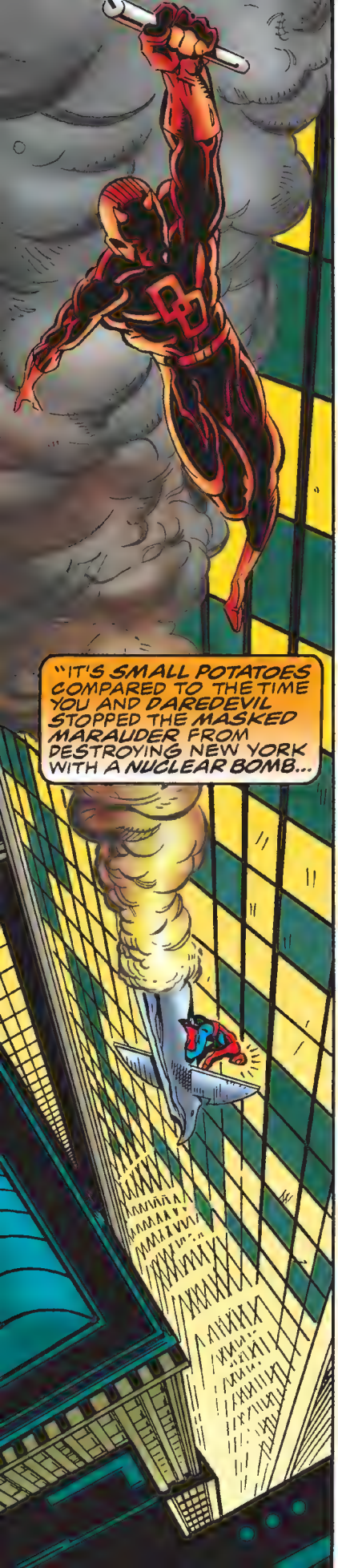
"...BECAUSE SHORTLY THEREAFTER, KAINE KILLED HIM!
"AND I WAS ABLE TO DO NOTHING TO PREVENT THAT.
"STILL, NONE OF THOSE THINGS HAUNT ME QUITE LIKE THIS ONE DOES...


"...WHEN AUNT MAY WAS... DYING...
"...I SAW BEN IN THE WINDOW, WATCHING, WAITING...
"...AND I GAVE HIM A NASTY LOOK THAT MADE IT CLEAR HE WASN'T WANTED THERE.
"AS IF HE WERE THE ONE WHO DIDN'T REALLY BELONG AT HER SIDE!
"THANKS TO ME, BEN NEVER GOT A CHANCE TO SAY GOOD-BYE TO HIS AUNT MAY BEFORE SHE DIED...
"...AND THAT'S SOMETHING I CAN NEVER PUT RIGHT!"

:YAWWWN:
OH, SORRY... WERE YOU DONE?
OR WERE YOU GOING TO MOVE ON TO ALL THE BUGS YOU'VE ACCIDENTALLY STEPPED ON IN THE PAST FIVE YEARS, TOO?
WELL, ACTUALLY, THERE WAS THIS--
SAVE IT.
I THINK I'VE HEARD ENOUGH WHINING FROM THE "POOR LITTLE CLONE BOY" FOR ONE NIGHT.
MARY JANE--!
SORRY, SWEETHEART, BUT WHILE SELF-PITY CAN BE ENDEARING IN SMALL DOSES...
...AFTER A WHILE IT CAN REALLY SUCK. AND GUESS WHAT.
YOU PASSED "AFTER A WHILE" ABOUT THIRTY PHOTOS AGO.
IN FACT, IT SEEMS TO ME THERE'S A BUNCH OF SNAPSHOTS IN HERE YOU PURPOSELY DIDN'T PULL OUT...
...LIKE THESE, FOR EXAMPLE.
BRING BACK ANY MEMORIES?
LIKE THE TIME YOU AND THE THING BEAT UP THAT BASI-LISK GUY AND-- OH, YEAH-- SAVED CIVILIZATION AS WE KNOW IT?

"AND SPEAKING OF THE THING, WASN'T IT YOU WHO HELPED HIM RESCUE ADAM WARLOCK AND PREVENT THE STARS FROM BEING SNUFFED OUT?"
"WELL, YES, BUT--"

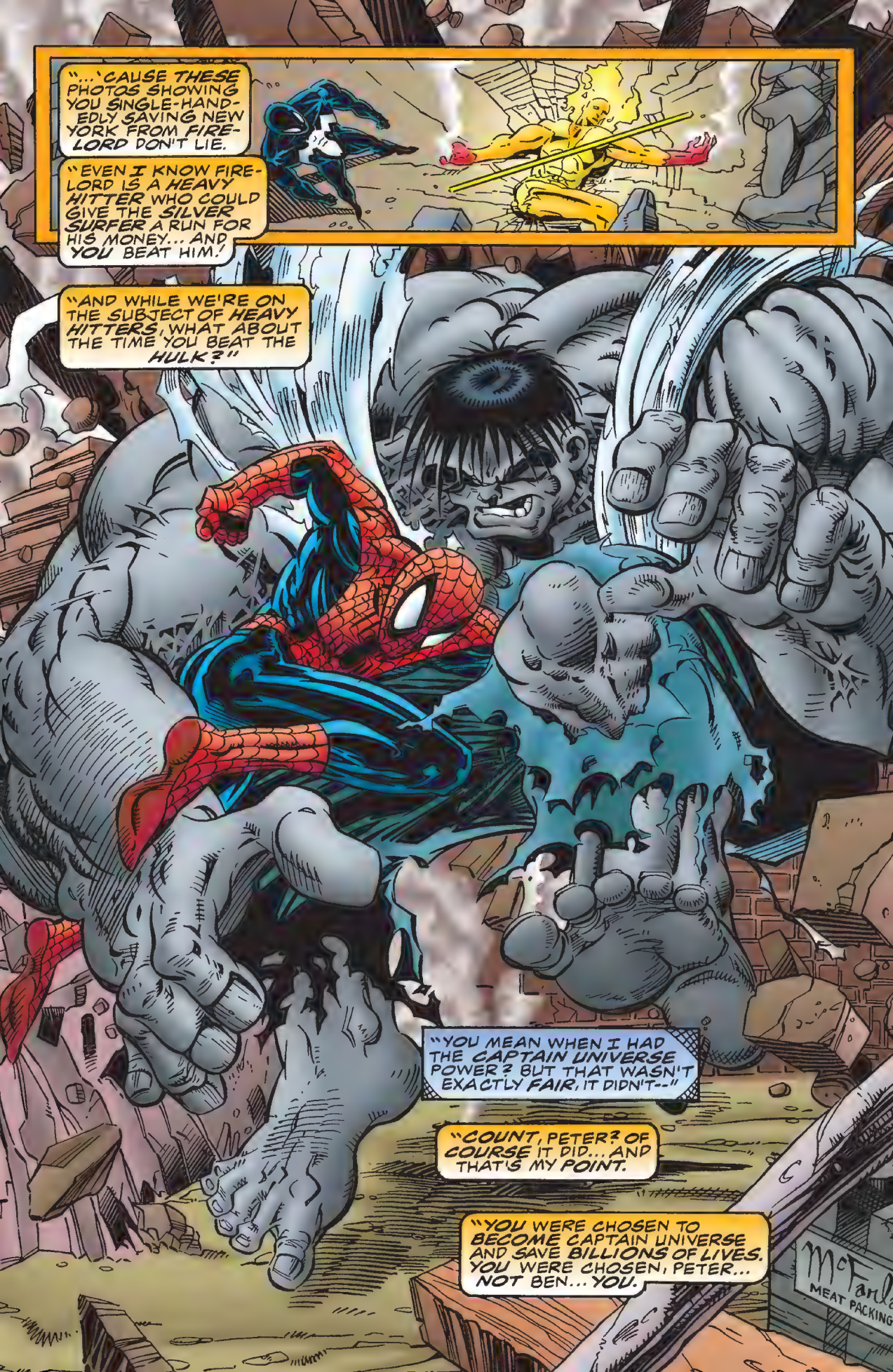
"WHAT, TOO COSMIC FOR YOU? OKAY, HOW ABOUT THE TIME YOU TEAMED UP WITH ME, THEN... AND WE HELPED THE MAN-THING ESCAPE FROM A CIRCUS EXHIBIT...
"...AND RETURNED HIM TO THE SWAMP HE CALLS HOME?
"OKAY, I ADMIT IT... I ONLY THREW THAT ONE IN BECAUSE I WAS ACTUALLY THERE FOR IT.


"IT'S SMALL POTATOES COMPARED TO THE TIME YOU AND DAREDEVIL STOPPED THE MASKED MARAUDER FROM DESTROYING NEW YORK WITH A NUCLEAR BOMB...

"...OR THE TIME YOU AND CURT CONNORS HELPED JONAH JAMESON'S SON, JOHN, BE RID OF THE MOONSTONE WHICH USED TO CHANGE HIM INTO THAT RAMPAGING MAN-WOLF CREATURE...

"...OR THE TIME YOU AND DOCTOR STRANGE STOPPED DOCTOR DOOM, DORMAMMU AND THAT GEEK SORCERER OF THEIRS FROM CREATING THAT WEIRD BEND SINISTER SPELL..."

"YEAH, BUT HONEY... YOU NOTICE THAT I DIDN'T DO ANY OF THOSE THINGS MYSELF?"
"OH, NO, YOU DON'T... TAKE A LOOK AT THIS PHOTO--"
"I KNOW, MJ-- AND YOU'RE HELPING TO PROVE MY POINT.
"NOT ONLY DID I TEAM UP WITH THE PUNISHER, BUT I ALLOWED HIM TO BE POISONED BY DOC OCK!"
"TRUE... BUT DO YOU REMEMBER HOW THAT LITTLE ADVENTURE ENDED? I DO...
"-- IT ENDED WITH YOU STOPPING OCK FROM POISONING THE INK OF THE DAILY BUGLE'S PRINTING PRESSES-- SAVING THE LIVES OF ITS FIVE MILLION READERS IN THE PROCESS--
"--AFTER YOU CONCOCTED AN ANTIDOTE FOR THE PUNISHER, SAVING HIS LIFE AS WELL!"
"ALL RIGHT, I GRANT YOU THAT ONE, BUT--"
"GET READY TO KEEP GRANTING, BABE...


"...'CAUSE THESE PHOTOS SHOWING YOU SINGLE-HANDEDLY SAVING NEW YORK FROM FIRELORD DON'T LIE.
"EVEN I KNOW FIRELORD IS A HEAVY HITTER WHO COULD GIVE THE SILVER SURFER A RUN FOR HIS MONEY... AND YOU BEAT HIM!
"AND WHILE WE'RE ON THE SUBJECT OF HEAVY HITTERS, WHAT ABOUT THE TIME YOU BEAT THE HULK?"
"YOU MEAN WHEN I HAD THE CAPTAIN UNIVERSE POWER? BUT THAT WASN'T EXACTLY FAIR, IT DIDN'T--"
"COUNT, PETER? OF COURSE IT DID... AND THAT'S MY POINT.
"YOU WERE CHOSEN TO BECOME CAPTAIN UNIVERSE AND SAVE BILLIONS OF LIVES. YOU WERE CHOSEN, PETER... NOT BEN... YOU.
MEAT PACKING

"AND WHY NOT?

"IT'S YOU IN ALL THESE PHOTOS, STOPPING CRIMINALS ...SAVING LIVES!

"HOW MANY PEOPLE HAVE YOU SAVED OVER THE YEARS, PETER?

"THOUSANDS?

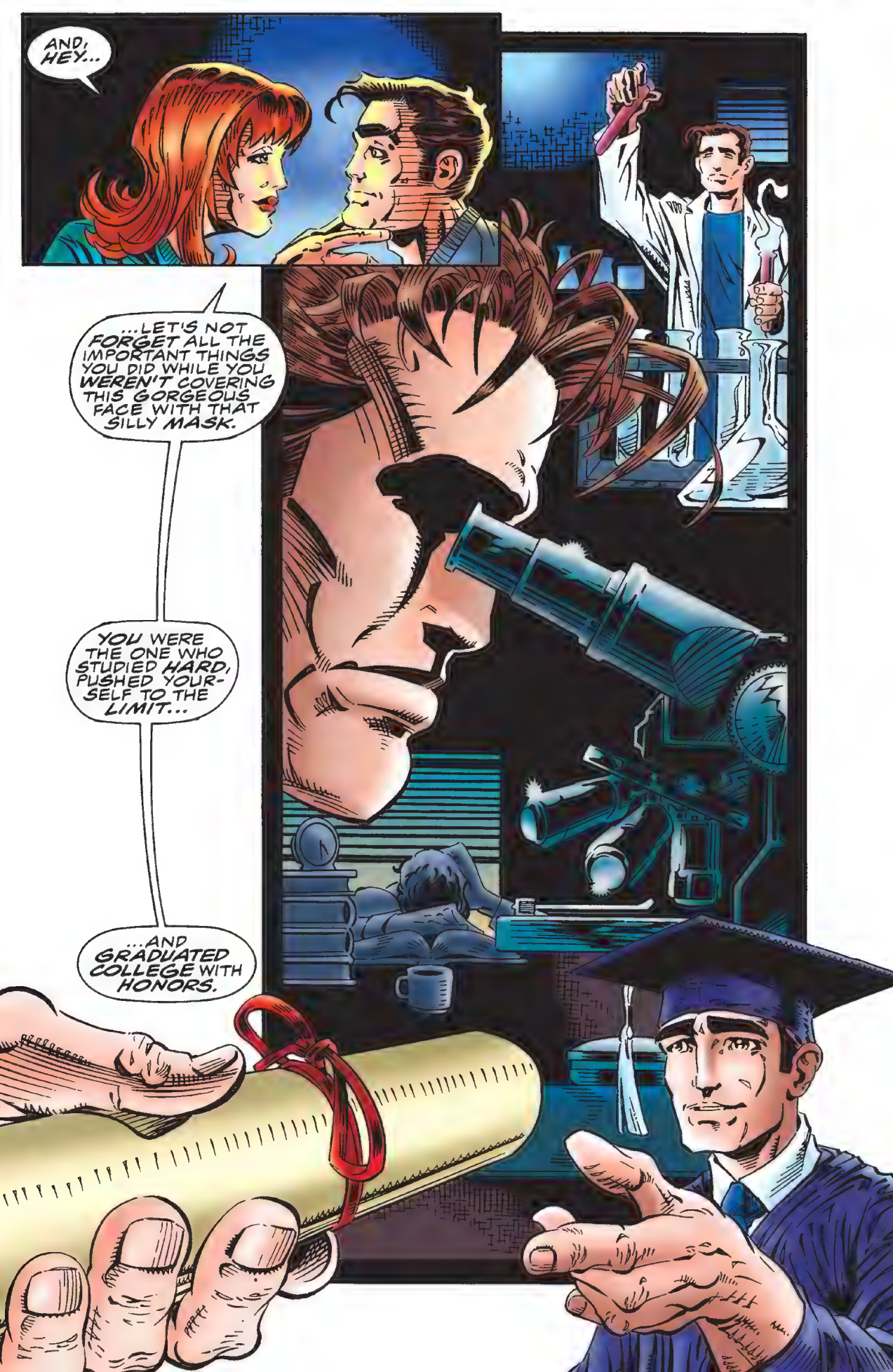
"MILLIONS?

"BILLIONS?

"HOW MUCH IS EVEN ONE SAVED LIFE WORTH?

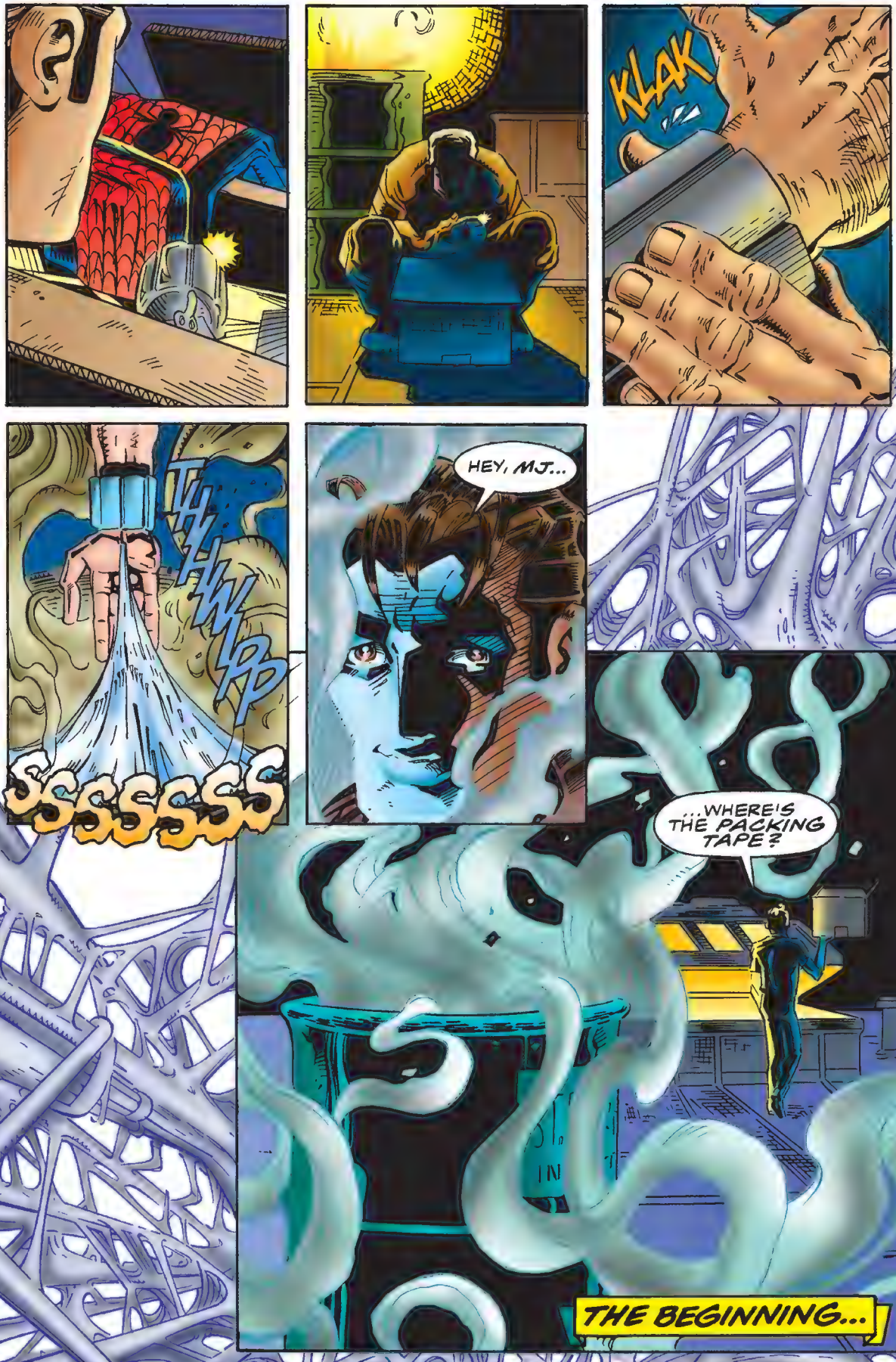
"HOW COULD YOU EVER PRETEND THAT NONE OF THIS 'REALLY MATTERED'?"

OR MAYBE WE NEED TO FOCUS ON THINGS A LITTLE CLOSER TO HOME...
...LIKE THE TIMES YOU SAVED AUNT MAY FROM ALL KINDS OF CREEPS...
...OR FLASH THOMPSON...
...OR LIZ ALLEN...OR ME...
...EVEN JOLLY JONAH JAMESON!


AND, HEY...
...LET'S NOT FORGET ALL THE IMPORTANT THINGS YOU DID WHILE YOU WEREN'T COVERING THIS GORGEOUS FACE WITH THAT SILLY MASK.
YOU WERE THE ONE WHO STUDIED HARD, PUSHED YOURSELF TO THE LIMIT...
...AND GRADUATED COLLEGE WITH HONORS.

YOU WERE THE MAN I FELL IN LOVE WITH, PETER...
...THE MAN WHO WENT FOR THE JACKPOT AND ASKED THIS HOT-BLOODED REDHEAD TO SPEND THE REST OF HER LIFE WITH HIM...
...THE MAN I MARRIED.
AND BEN ISN'T THE MAN WHO MADE ME A MOMMY-TO-BE, EITHER.
PUT YOUR HAND, THERE, PETER. FEEL THE LIFE WE'VE MADE TOGETHER... GROWING.
HOW CAN YOU FEEL THAT AND NOT BELIEVE YOU WERE THE "REAL" SPIDER-MAN?

NOW DON'T GET ME WRONG, BABE. I DON'T EVER WANT TO SEE YOU IN THAT COSTUME AGAIN.
YOU DID YOUR TIME...NOW IT'S OVER.
IT'S TIME FOR OUR TIME.
BUT IF YOU CAN'T ACCEPT YOUR PAST, HOW ARE YOU GOING TO ACCEPT OUR FUTURE?
YOU CAN PUT ALL THESE MEMORIES IN A BOX AND BURN IT IF YOU WANT, BUT IT SEEMS TO ME THAT NO MATTER WHAT YOU TRY TO TELL YOURSELF...
...WE'LL BOTH KNOW THAT IT ALL REALLY HAPPENED.
AND YOU KNOW WHAT, TIGER?
I WOULDN'T CHANGE A THING.


KLAK
THWIP
SSSSSS
HEY, MJ...
...WHERE'S THE PACKING TAPE?
THE BEGINNING...

Page 5-6: Spidey battled Spencer Smythe and Kindred over Curt Connors' son Billy and the clone in Amazing Spider-Man #150.

Page 5-6: Ned Leeds became the Hobgoblin in Amazing Spider-Man #238.

Page 7: Hobgoblin kidnaped Liz Osborn and Mary Jane in Amazing Spider-Man #261-262 and Robbie Robertson in Amazing Spider-Man #276.

Page 7: Ned Leeds was killed by the Foreigner's mask in Spider-Man vs. Wolverine #1.

Page 8: Willie Lumpkin became the Hobgoblin in Amazing Spider-Man #312.

Page 9: Spidey first encountered the symbiotic black costume in Marvel Super-Heroes Secret Wars #8. The costume was given to Peter in Spider-Man #1, and was rejected when Peter was bonded with symbiote Eddie Brock in Amazing Spider-Man #300.

Page 11: The Alchemax cyborgs were created by Venom: Lethal Protector #4.

Page 12: Carlie Cooper was introduced fighting an Demogoblin in Amazing Spider-Man #30.

Page 13: Stan Carter became the Sin Eater in Spectacular Spider-Man #207-210. He was also in Spectacular Spider-Man #234.

Page 14: Spidey and the Hulk battled the Boomer in Spectacular Spider-Man #71.

Page 15: Dr. Octopus released the Wild Pack and Sandman in Spectacular Spider-Man #19.

Page 15-16: Doctor Octopus stole Peter's mutated sperm in Amazing Spider-Man #200, Spectacular Spider-Man #151-152, Web of Spider-Man #31-32, Peter Parker, Spectacular Spider-Man #200, and Amazing Spider-Man #365. They were revealed to be constructs created by the Chameleon in Amazing Spider-Man #366.

Page 17: Ben Reilly and Spidey first met in Web of Spider-Man #97. Ben first adopted the guise of the Scarlet Spider in Spectacular Spider-Man #10.

Page 17-18: The Scarlet Spider defeated Venom in Spider-Man #55. The Jackal's master plan came to fruition in Web of Spider-Man #118-119.

Page 20: Doctor Octopus stole Peter's DNA in Spectacular Spider-Man #200, and was killed shortly thereafter in the same issue. Aunt May passed away in Amazing Spider-Man #400.

Page 21: Spidey and the Thing attended Dan Slott's Marvel Team-Up #17.

Page 22: Spidey joined the Avengers in Marvel Two-In-One Annual #2. Spidey rescued the Wyrding Wand from Loki in #28.

Page 23: Spidey and Carnage defeated the Masked Marauder in Spectacular Spider-Man #233-235. Spidey met Jonah Jameson from the Man-Wolf in Amazing Spider-Man #121. Spidey gained the Black Suit after in Amazing Spider-Man Annual #14.

Page 24: Spidey battled Lizard and Bi-Beast in Doctor Octopus: Amazing Spider-Man Annual #1.

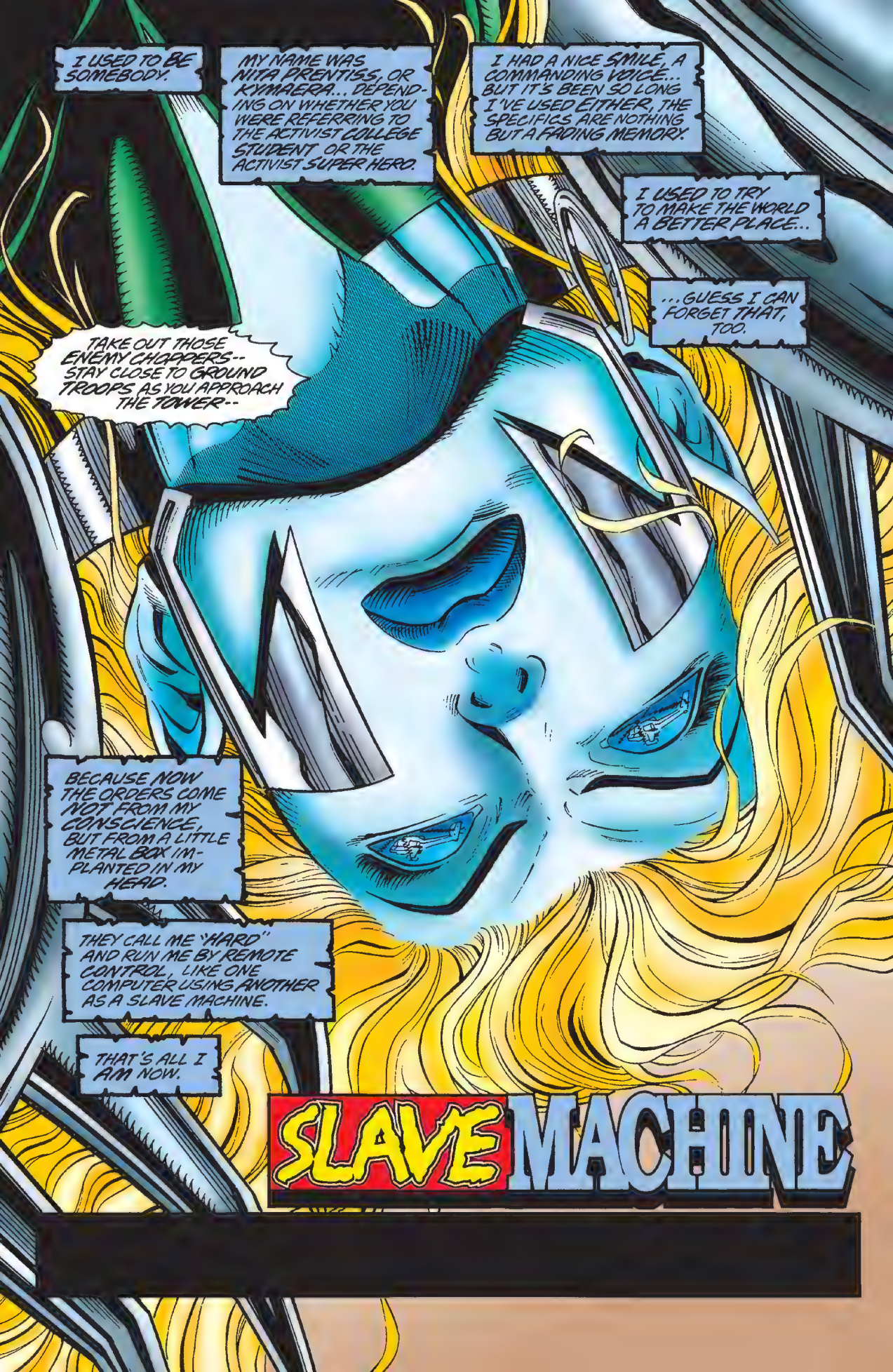
Page 25: Spidey battled Carnage in Amazing Spider-Man #388-390. Spidey joined the Sinister Six in Spectacular Spider-Man #208, and battled them to defend the Hobgoblin in Amazing Spider-Man #429.

Page 26: Spidey rescued Aunt May from the Boomer in Amazing Spider-Man #1-20, about Liam Thompson in Amazing Spider-Man #177, Liz Allan in Amazing Spider-Man #28, and Jonathan Caesare in Amazing Spider-Man #198.

Page 29: Tony Parker joined Web of Spider-Man #30.

Page 30: Tony Parker joined Daily Bugle Watson in Amazing Spider-Man Annual #21.

NEW
WARRIORS
ONLY $1.50 US
$2.10 CAN
NOV • 65
MARVEL
SPIDER-MAN GROUP
N.I.T.A.'S BACK--
AND SHE'S OUT
FOR BLOOD!
ARCHER & PEPOY 1995


I USED TO BE SOMEBODY.
MY NAME WAS NITA PRENTISS, OR KYMAERA... DEPENDING ON WHETHER YOU WERE REFERRING TO THE ACTIVIST COLLEGE STUDENT OR THE ACTIVIST SUPER HERO.
I HAD A NICE SMILE, A COMMANDING VOICE... BUT IT'S BEEN SO LONG I'VE USED EITHER, THE SPECIFICS ARE NOTHING BUT A FADING MEMORY.
I USED TO TRY TO MAKE THE WORLD A BETTER PLACE...
...GUESS I CAN FORGET THAT, TOO.
TAKE OUT THOSE ENEMY CHOPPERS-- STAY CLOSE TO GROUND TROOPS AS YOU APPROACH THE TOWER--
BECAUSE NOW THE ORDERS COME NOT FROM MY CONSCIENCE, BUT FROM A LITTLE METAL BOX IMPLANTED IN MY HEAD.
THEY CALL ME "HARD" AND RUN ME BY REMOTE CONTROL, LIKE ONE COMPUTER USING ANOTHER AS A SLAVE MACHINE.
THAT'S ALL I AM NOW.
SLAVE MACHINE

I'M NOT THE ONLY ONE, EITHER.

WE'RE THE SOLDIERS OF MISFORTUNE... AND WE ALL USED TO BE SOMEBODY.

WHOOOM

A MERCENARY-TURNED-HEROINE.

BTOMF

A PREACHER.

SHRAAAK

WHUHOAKTCH

WE WERE ALL TRYING TO CHANGE THE WORLD..

...A FACT WHICH MADE US ALL PRIME TARGETS FOR THE UNDERTOW AND ITS EXTREMIST LEADER, PROTOCOL.

AND NOW WE--WHO, GIVEN THE CHANCE, WOULD HAVE FOUGHT THIS COVERT PARAMILITARY ORGANIZATION AND EVERY BACKWARDS, ULTRA-CONSERVATIVE NOTION IT REPRESENTS--

--WE ARE THEIR MOST FEARSOME WEAPONS OF WAR.

A JOURNALIST.

A PHYSICIST.

HE WAS AN ENVIRONMENTALIST.

SHE WAS A PROFESSOR.

A STUDENT.

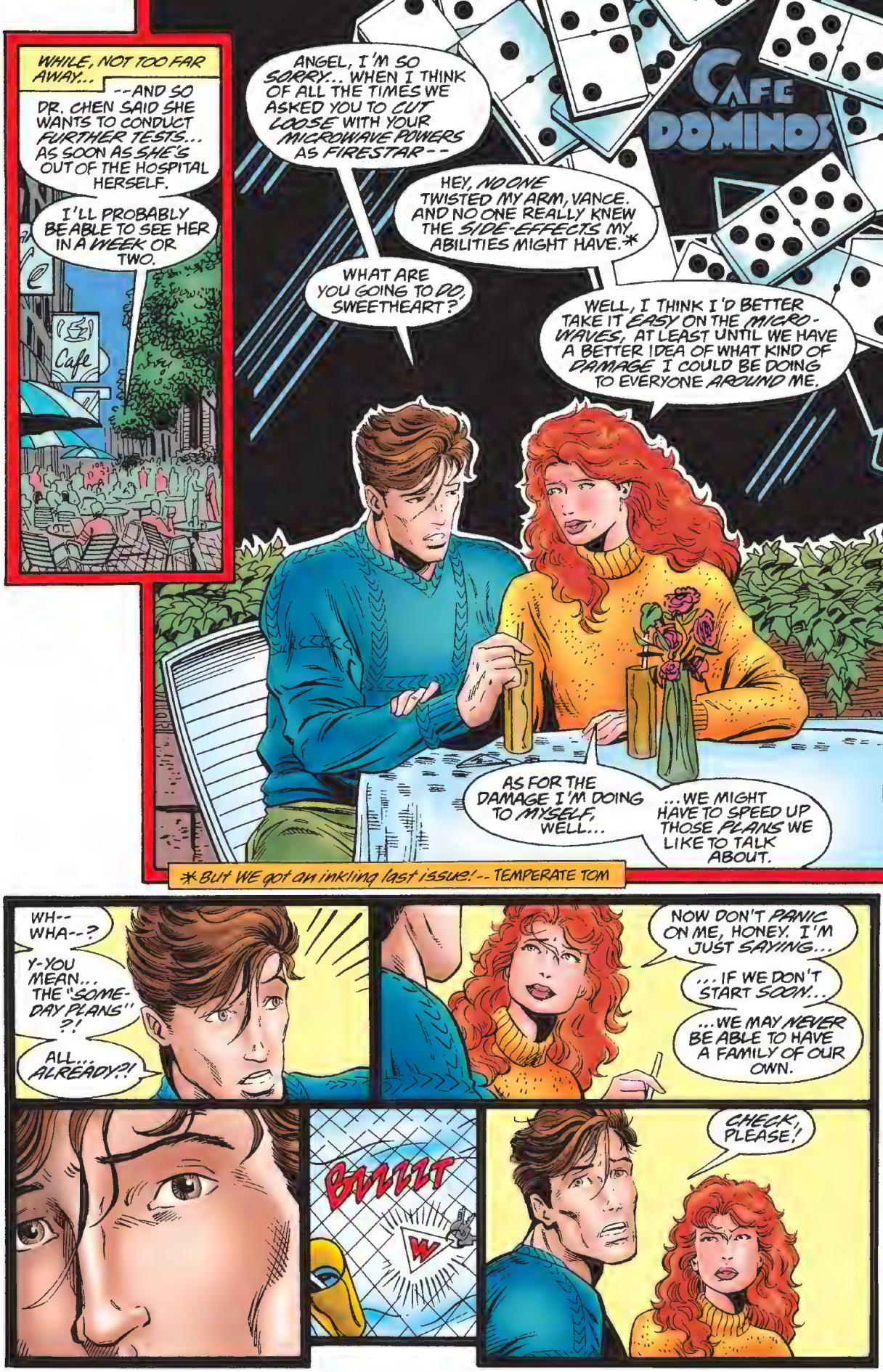
BRUDDUDDA

POOM POOM

STAY LOW--KEEP MOVING--PROCEED TO THE TOWER--
OF COURSE, NOT EVERYONE IN THE UNDERTOW HAS THE EXCUSE OF BEING UNDER MIND CONTROL..
...LIKE THE HUNDREDS OF COMMANDOS THE OMNIBUSES ARE DROPPING OFF, FOR EXAMPLE.
THEY'RE HERE BECAUSE THEY WANT TO BE. BECAUSE THEY BELIEVE IN "THE CAUSE".
I AGREE WITH THE "WHAT"... BUT NOT THE "HOW".
--SECURE THE TOWER--LEAVE NO SURVIVORS--
THWAKK
AIEEE
HAAGH
THE STRATEGIST ON THE OTHER END OF MY BRAIN IMPLANT COULDN'T CARE LESS ABOUT THAT, THOUGH.
HE TRANSMITS THE ORDERS, AND MY BODY OBEYS.
[No]
DUM DUM
DOESN'T MEAN I'M NOT STILL INSIDE HERE, WATCHING IT ALL HAPPEN.
BRT-T-T-T-T
IT'S STILL ME. I FEEL EVERY-THING.
--FINISH HIM--KEEP MOVING--
GKKK
THIS IS THE FIFTH MISSION THEY'VE SENT US OUT ON THIS MONTH--AND THE FIRST ONE I ACTUALLY AGREE WITH.
THESE MEN ARE DRUG-RUNNERS.. THEY'RE PUTTING CRACK ON THE STREETS... THEY DESERVE TO BE PUT OUT OF BUSINESS.
FOR ALL THE GOOD THAT DOES ANYONE.
KRUNT

A THOUSAND MILES AWAY..
...IN THE SHADOW OF NEW YORK CITY'S BROOKLYN BRIDGE...
SO, RINA, TELL ME AGAIN WHY YOU'RE HANGING AROUND THE WARRIORS' CRASH-PAD...
...WEARING THAT REVEALING COSTUME?
NOT THAT I'M COMPLAINING OR ANYTHING, BUT...
MMM-HM... I'M SURE YOU'RE NOT, RICH.
I'M "HANGING AROUND" WITH THE WARRIORS SO I CAN GET MORE INFORMATION WHICH MIGHT HELP US AVOID WHAT I'VE SEEN IN MY FUTURE-VISIONS.*
AS FOR THE COSTUME, HINDSIGHT HERE SAYS HE THINKS I SHOULD GET USED TO WEARING IT--IF I'M GOING TO BECOME A SUPER HERO!
AHEMM
OH, HE DOES, DOES HE?
MAYBE "HINDSIGHT HERE" SHOULD BE CONCENTRATING ON OTHER STUFF RIGHT NOW...
...LIKE FINALLY TEACHING ME HOW TO USE THE MAINFRAME TO SEARCH FOR NITA!
SEE WHAT I MEAN? THAT KID'S SO PREDICTABLE.
YEAH, WHATEVER. COME ON, SHIFT'S OVER.
OY, HERE HE GOES AGAIN...
...Flintstones, meet the Flintstones... They're your modern stone-age fam-i-leee...
*Rina foresaw Speedball's apparent death in NW #60.! --TALKATIVE TOM
:Sigh: OKAY, RICH, COME ON UPSTAIRS...
WILMA? I'M HO--
KLIK
--GRAN JUEGO DE LA OCA!
BUENO...

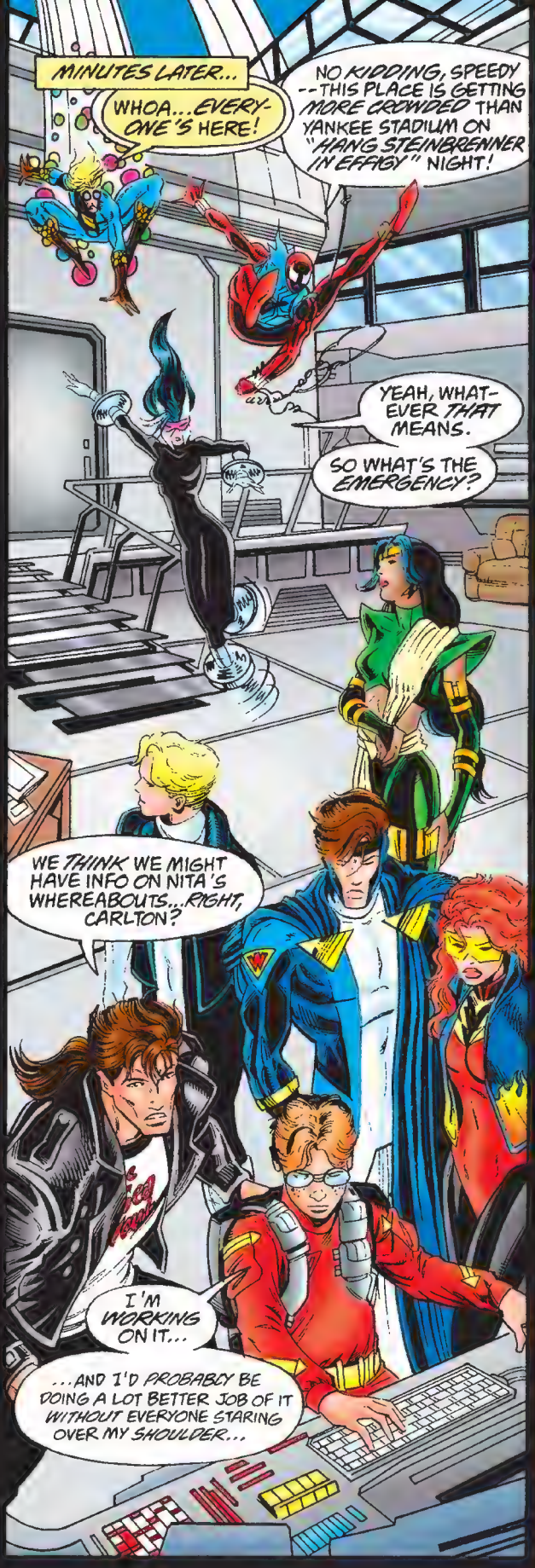
--AUTOMATICALLY INTERACTS WITH 200 NEWS SERVERS AN HOUR, AND WITH THE ACCESS CODES NIGHT THRASHER PRE-PROGRAMMED INTO IT...
...THE MAINFRAME CAN SECRETLY ACCESS RESTRICTED GOVERNMENT AND MILITARY NETWORKS, AND UTILIZES A KEYWORD-BASED SEARCH ALGORITHM TO FILTER FOR UNUSUAL ACTIVITY...
...NOT TO MENTION, OF COURSE, THE DAILY DATA-SWAP WITH THE ORACLE COMPUTER SYSTEM...
...YOU FOLLOWING ALL THIS SO FAR?
DON'T PATRONIZE ME, GEEK-BOY.
YOU'RE SAYING THE COMPUTER'S CONSTANTLY ON THE PROWL FOR RELEVANT INFO...
...AND WHEN IT FINDS SOMETHING INTERESTING, IT RED-FLAGS IT FOR LATER INTERPRETATION BY A HUMAN...
...OR BY YOU.
WHAT I WANT TO KNOW IS HOW YOU LET ALL THESE LEADS STACK UP WITHOUT LOOKIN' INTO 'EM, MAN! I MEAN, THIS ONE HERE'S BLINKIN', FOR GOD'S SAKE--
WAIT--THAT ONE'S NEW!
PUNCH IT UP--QUICK!
OH, SO NOW YOU... WHAT THE--"UNDERTOW"?!
THIS COULD BE IT--THIS COULD BE IT!
DECRYPT ALG. ALPHA THETA:
• U.S.S. INDIANA REPORTS OBSERVING ACTIVITY 26°Nx79°W (OFF FREEPORT, BAHAMAS) AS OF 1900 HOURS
• CODENAME: UNDERTOW-S
• NO-INTERFERENCE ORDER IN EFFECT
• DETAILS FOLLOW: At 1902 hours U.S.S. Indiana reported faint sonar contact with unidentified submergible
GET THE WARRIORS DOWN HERE! CALL SPROCKET--I MEAN, UH, CALL--$#:%@, HOW ARE WE GONNA GET DOWN THERE?!
"WE"?
WELL, WHAT ABOUT YOUR SPACESHIP?
IS IT BROKEN OR SOMETHING?
"SPACESHIP"?
THIS CHICK IS WEIRD..

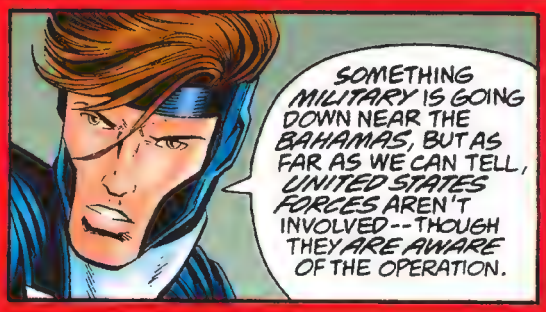

WHILE, NOT TOO FAR AWAY...
--AND SO DR. CHEN SAID SHE WANTS TO CONDUCT FURTHER TESTS... AS SOON AS SHE'S OUT OF THE HOSPITAL HERSELF.
I'LL PROBABLY BE ABLE TO SEE HER IN A WEEK OR TWO.
Cafe
CAFE DOMINOS
ANGEL, I'M SO SORRY... WHEN I THINK OF ALL THE TIMES WE ASKED YOU TO CUT LOOSE WITH YOUR MICROWAVE POWERS AS FIRESTAR--
HEY, NO ONE TWISTED MY ARM, VANCE. AND NO ONE REALLY KNEW THE SIDE-EFFECTS MY ABILITIES MIGHT HAVE.*
WHAT ARE YOU GOING TO DO, SWEETHEART?
WELL, I THINK I'D BETTER TAKE IT EASY ON THE MICRO-WAVES, AT LEAST UNTIL WE HAVE A BETTER IDEA OF WHAT KIND OF DAMAGE I COULD BE DOING TO EVERYONE AROUND ME.
AS FOR THE DAMAGE I'M DOING TO MYSELF, WELL...
...WE MIGHT HAVE TO SPEED UP THOSE PLANS WE LIKE TO TALK ABOUT.
*But WE got an inkling last issue! -- TEMPERATE TOM
WH--WHA--?
Y-YOU MEAN... THE "SOME-DAY PLANS" ?!
ALL... ALREADY?!
NOW DON'T PANIC ON ME, HONEY. I'M JUST SAYING...
...IF WE DON'T START SOON...
...WE MAY NEVER BE ABLE TO HAVE A FAMILY OF OUR OWN.
BZZZZT
CHECK, PLEASE!

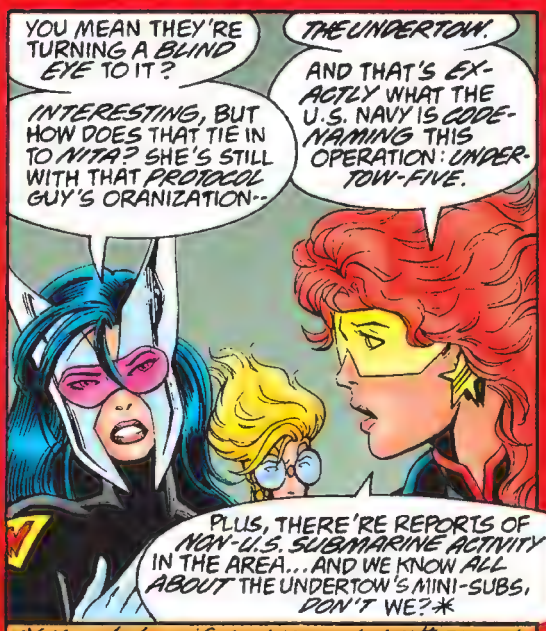
UPTOWN...
RASSUM-FRASSUM-PUNCH-'IM-KILL-'IM!!
CAN'T BELIEVE THE LITTLE WEAZOID FOUND A NEW PLACE TO HIDE MY ALGEBRA BOOK--
-- SWEAR I'M GONNA KILL JACK--
--NOW I'LL NEVER FINISH MY HOMEWORK BEFORE "THE SIMPSONS" ARE ON--
BLEEP BLEEP
Mazzy Cafe
ALEX? IT'S FOR YOU -- CINDY WATSON!
OKAY, MA, I'LL TAKE IT UP HERE!
HELLO?
ALEX POWER, IF I HADN'T HEARD IT FROM YOUR OWN SISTER, I WOULDN'T HAVE BELIEVED IT!
HUH? BELIEVED WHAT--?
WELL, YOU CAN FORGET ABOUT OUR DATE FOR THIS FRIDAY... OR ANY OTHER FRIDAY!
KLIK!
BZZZZZ
GREAT... THANKS A LOT, JULIE.
AND RIGHT ON CUE, THERE GOES THE ROOT CAUSE OF MY TROUBLES... THE WARRIORS BARGE!
SURPRISED JACK DIDN'T HIDE THAT, TOO.
MAYBE "BORROWING" MY SIBS' POWERS WASN'T SUCH A GREAT IDEA AFTER ALL...
...EVEN WITHOUT THEIR POWERS, JULIE, JACK AND EVEN KATIE ARE MORE THAN CAPABLE OF MAKING MY LIFE A LIVING HELL... AS THE PAST FEW WEEKS HAVE MADE PRETTY PLAIN.
BUT WHAT CAN I DO? THE WARRIORS DON'T WANT PLAIN OLD GEE..
...WHEN THEY CAN HAVE POWERHOUSE INSTEAD!
NOW LET'S SEE IF I CAN GET IN EVEN MORE TROUBLE...
I'LL EAT LATER, MOM!
ALE-E-E-E-X--!

NO--I CAN'T DO IT--YOU CAN'T DIE AND LEAVE ME TO DO ALL THAT--
-- THE KINETIC ENERGY IS TAKING FORM--
IT'S WORKING--I THINK--
--NOT GOING TO GET ANOTHER CHANCE -- HAVE TO DEAL WITH IT ALL THE FIRST TIME--
-- STILL NEED ANOTHER MONTH OF TESTING ON THE SHELL--
NO TIME, SON--DOUBT WE COULD HOLD THE PENCIL-PUSHERS BACK ANOTHER WEEK!
DON'T WORRY, THERE'S NOTHING THAT COULD REALLY GO WRONG!
BZZZZZZZZZZZ

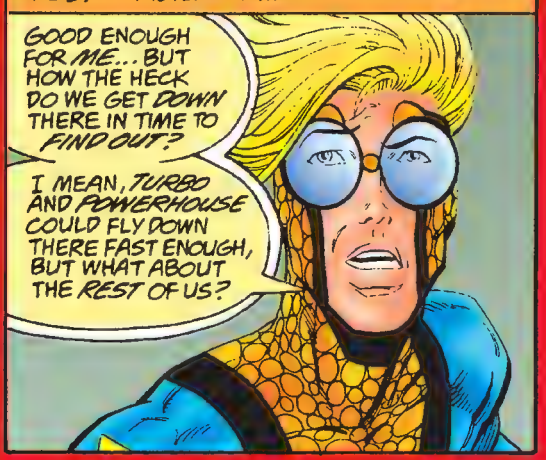
HNNH!
WHA...?
ROBBIE? ANOTHER BAD DREAM, HUH? ARE YOU OKAY?
BBZZZZZZZZZ
WHOO... THAT WAS THE WORST ONE YET.
WHAT'S THAT BUZZING--
OH.
WARRIORS BADGE WOKE ME UP.
YOU'VE BEEN EATING TOO LATE AT NIGHT.
YEAH, OR TOO EARLY IN THE MORNING.
WELL, GUESS I GOTTA GO... I'M OBVIOUSLY NEEDED FOR SOMETHING.
YOU, UH, WANT ME TO BRING ANYTHING BACK? YOU KNOW, A BAD GUY'S SCALP OR NOSE-RING... OR MAYBE JUST SOME MILK?
NOPE.
CLIK
OKAY, WELL... BYE, MOM.
ACTUALLY, WITH MY POWERS ACTING UP LATELY...
... JUMPING OUT THE WINDOW MIGHT NOT HAVE BEEN THE BEST IDEA--
WHEW!
SO LET'S SEE... POWERS GOING NUTS ON ME, SCARY NIGHTMARES THAT MAKE NO SENSE, PSYCHIC WEIRDOS FORETELLING MY DOOM, AND A PERPETUALLY ANNOYED MOTHER...
YEP, I MUST BE A SUPER HERO.

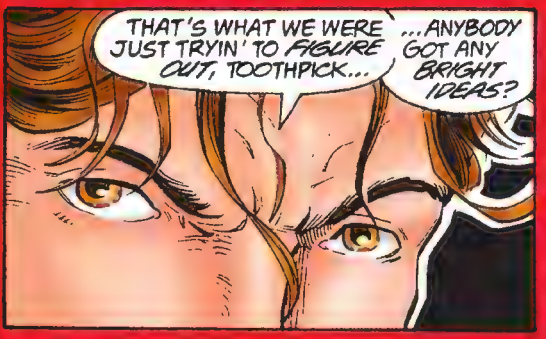

MINUTES LATER...
WHOA...EVERY-ONE'S HERE!
NO KIDDING, SPEEDY --THIS PLACE IS GETTING MORE CROWDED THAN YANKEE STADIUM ON "HANG STEINBRENNER IN EFFIGY" NIGHT!
YEAH, WHAT-EVER THAT MEANS.
SO WHAT'S THE EMERGENCY?
WE THINK WE MIGHT HAVE INFO ON NITA'S WHEREABOUTS...RIGHT, CARLTON?
I'M WORKING ON IT...
...AND I'D PROBABLY BE DOING A LOT BETTER JOB OF IT WITHOUT EVERYONE STARING OVER MY SHOULDER...


SOMETHING MILITARY IS GOING DOWN NEAR THE BAHAMAS, BUT AS FAR AS WE CAN TELL, UNITED STATES FORCES AREN'T INVOLVED--THOUGH THEY ARE AWARE OF THE OPERATION.

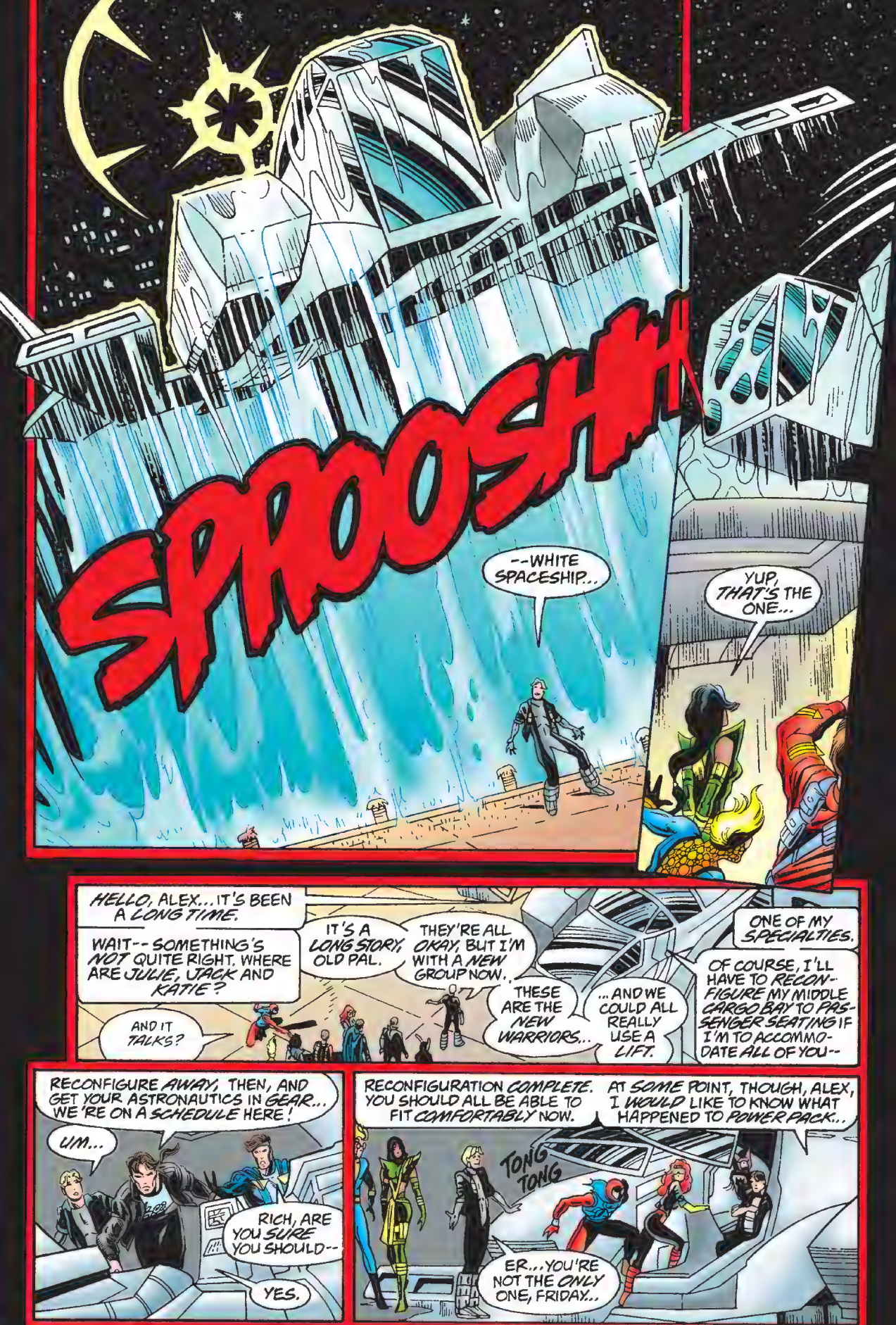

YOU MEAN THEY'RE TURNING A BLIND EYE TO IT?
INTERESTING, BUT HOW DOES THAT TIE IN TO NITA? SHE'S STILL WITH THAT PROTOCOL GUY'S ORANIZATION--
THE UNDERTOW!
AND THAT'S EX-ACTLY WHAT THE U.S. NAVY IS CODE-NAMING THIS OPERATION: UNDER-TOW-FIVE.
PLUS, THERE'RE REPORTS OF NON-U.S. SUBMARINE ACTIVITY IN THE AREA...AND WE KNOW ALL ABOUT THE UNDERTOW'S MINI-SUBS, DON'T WE?*

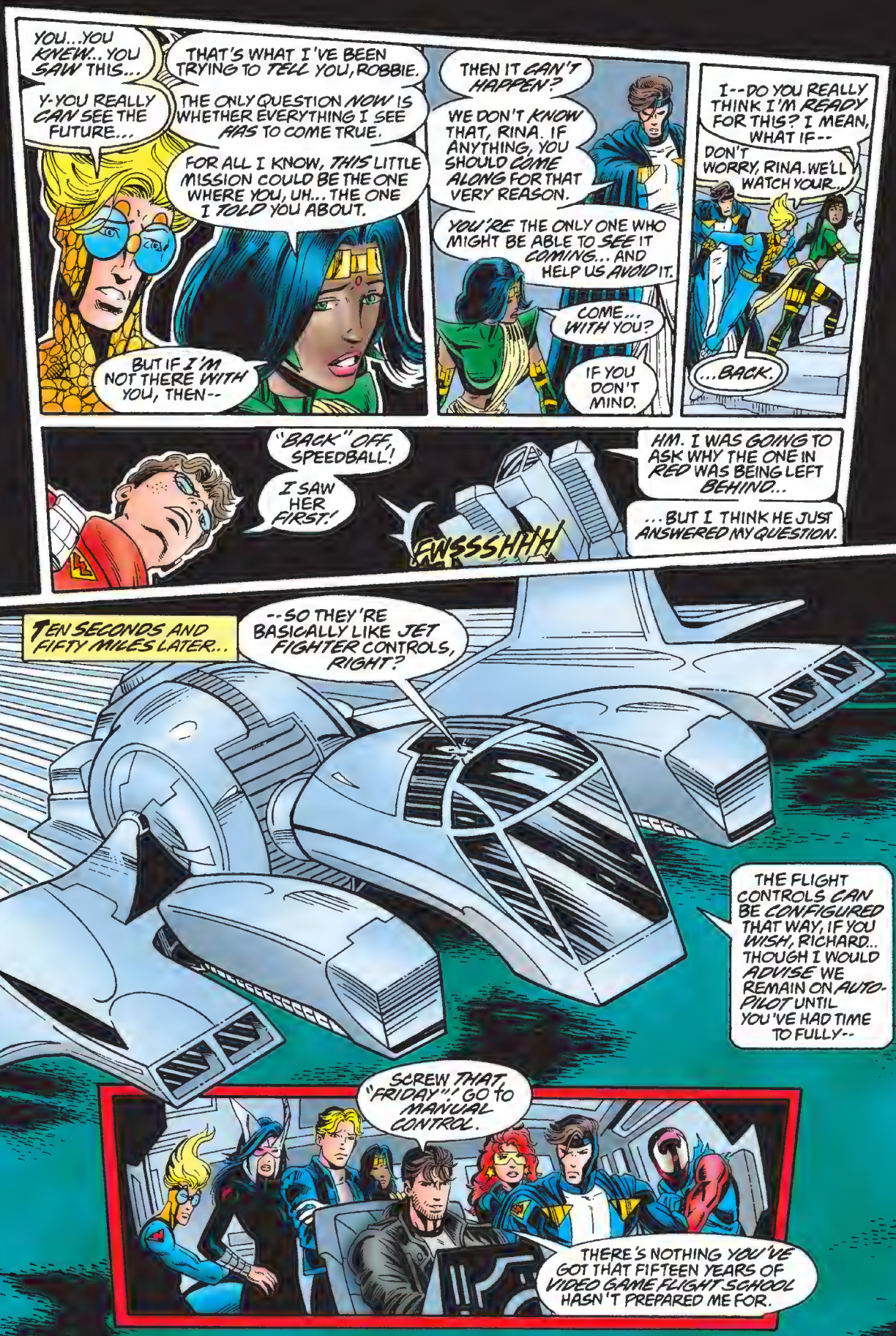
*you do too, if you've read NW#55 and #56! -- TASTEFUL TOM


GOOD ENOUGH FOR ME... BUT HOW THE HECK DO WE GET DOWN THERE IN TIME TO FIND OUT?
I MEAN, TURBO AND POWERHOUSE COULD FLY DOWN THERE FAST ENOUGH, BUT WHAT ABOUT THE REST OF US?



I, UH... WELL...
...LIKE I WAS ASKING BEFORE, DON'T YOU GUYS HAVE A WHITE SPACESHIP OR AIRSHIP OF SOME KIND?
I COULD HAVE SWORN I SAW US FLYING IN ONE, IN A FUTURE-VISION I HAD...
ZOIKS, HERE GOES "MISS FUTURE-VISION" AGAIN...
"WHITE SPACESHIP"?
SMEKK
OF COURSE!
I CAN'T BELIEVE I DIDN'T THINK OF THIS BEFORE!
FOLLOW ME OUT BACK, GUYS!
NEVER A DULL MOMENT AROUND HERE, I'LL GIVE YOU THAT..
YEAH, AND TODAY'S A SLOW DAY.
FRIDAY!
FRIII-DAAAAY!
WELL, THAT'S IT. THE KID'S FINALLY CRACKED UNDER THE PRESSURE.
GUESS HIS LITTLE BROTHER'S PRANKS REALLY ADDED UP.
YEAH... WHAT REALLY WORRIES ME IS THAT TODAY'S THURSDAY..
HUNH?
OH, I GET IT... THURSDAY... FRIDAY...
YOU GUYS DON'T UNDERSTAND. IT MIGHT TAKE HIM A MINUTE OR TWO TO GET HERE, BUT SEE, POWER PACK USED TO HAVE THIS--


SPROOSH!!
--WHITE SPACESHIP...
YUP, THAT'S THE ONE...
HELLO, ALEX... IT'S BEEN A LONG TIME.
WAIT-- SOMETHING'S NOT QUITE RIGHT. WHERE ARE JULIE, JACK AND KATIE?
AND IT TALKS?
IT'S A LONG STORY, OLD PAL.
THEY'RE ALL OKAY, BUT I'M WITH A NEW GROUP NOW.
THESE ARE THE NEW WARRIORS...
...AND WE COULD ALL REALLY USE A LIFT.
ONE OF MY SPECIALTIES.
OF COURSE, I'LL HAVE TO RECONFIGURE MY MIDDLE CARGO BAY TO PASSENGER SEATING IF I'M TO ACCOMMODATE ALL OF YOU--
RECONFIGURE AWAY, THEN, AND GET YOUR ASTRONAUTICS IN GEAR... WE'RE ON A SCHEDULE HERE!
UM...
RICH, ARE YOU SURE YOU SHOULD--
YES.
RECONFIGURATION COMPLETE. YOU SHOULD ALL BE ABLE TO FIT COMFORTABLY NOW.
AT SOME POINT, THOUGH, ALEX, I WOULD LIKE TO KNOW WHAT HAPPENED TO POWER PACK...
TONG TONG
ER... YOU'RE NOT THE ONLY ONE, FRIDAY...


YOU...YOU KNEW... YOU SAW THIS...
Y-YOU REALLY CAN SEE THE FUTURE...
THAT'S WHAT I'VE BEEN TRYING TO TELL YOU, ROBBIE.
THE ONLY QUESTION NOW IS WHETHER EVERYTHING I SEE HAS TO COME TRUE.
FOR ALL I KNOW, THIS LITTLE MISSION COULD BE THE ONE WHERE YOU, UH... THE ONE I TOLD YOU ABOUT.
BUT IF I'M NOT THERE WITH YOU, THEN--
THEN IT CAN'T HAPPEN?
WE DON'T KNOW THAT, RINA. IF ANYTHING, YOU SHOULD COME ALONG FOR THAT VERY REASON.
YOU'RE THE ONLY ONE WHO MIGHT BE ABLE TO SEE IT COMING... AND HELP US AVOID IT.
COME... WITH YOU?
IF YOU DON'T MIND.
I--DO YOU REALLY THINK I'M READY FOR THIS? I MEAN, WHAT IF--
DON'T WORRY, RINA. WE'LL WATCH YOUR...
...BACK.
"BACK" OFF, SPEEDBALL!
I SAW HER FIRST!
FWSSSHHH
HM. I WAS GOING TO ASK WHY THE ONE IN RED WAS BEING LEFT BEHIND...
...BUT I THINK HE JUST ANSWERED MY QUESTION.
TEN SECONDS AND FIFTY MILES LATER...
--SO THEY'RE BASICALLY LIKE JET FIGHTER CONTROLS, RIGHT?
THE FLIGHT CONTROLS CAN BE CONFIGURED THAT WAY, IF YOU WISH, RICHARD.. THOUGH I WOULD ADVISE WE REMAIN ON AUTO-PILOT UNTIL YOU'VE HAD TIME TO FULLY--
SCREW THAT, "FRIDAY"! GO TO MANUAL CONTROL.
THERE'S NOTHING YOU'VE GOT THAT FIFTEEN YEARS OF VIDEO GAME FLIGHT SCHOOL HASN'T PREPARED ME FOR.

THE OPERATION PROCEEDS APACE, PROTOCOL.
THE CALI CARTEL'S SMUGGLING OPERATION WAS AS CLEVER AS OUR INTELLIGENCE HAD INDICATED.
THE COCA-LADEN PRIVATE PLANES WOULD ARRIVE FROM COLOMBIA AND LAND AT THIS INNOCUOUS, UNNAMED CARIBBEAN ISLAND'S TINY AIRPORT..
...IN THE HANGARS OF WHICH THE ILLEGAL CARGO WAS UNLOADED DIRECTLY TO THEIR UNDERGROUND COCAINE PROCESSING PLANT BELOW...
...AND THE FINAL PRODUCT WAS DELIVERED STRAIGHT TO MIAMI VIA UNDERWATER TORPEDOES OR EVEN MINI-SUBS..
KABOOM
WHHRAHH
SO THE COCAINE NEVER SAW THE LIGHT OF DAY UNTIL IT WAS ALREADY ON AMERICAN SOIL... READY TO POISON THE MINDS OF THE AMERICAN PEOPLE.
EXACTLY, SIR. THUS THE CALI AVOIDED DETECTION BY BOTH AERIAL RECONNAISSANCE AND SATELLITE CAMERAS.
WE, HOWEVER, SEEM TO HAVE CAUGHT THEM FLAT-FOOTED.. THEY HAVEN'T EVEN TRIED TO ESCAPE IN THE MINI-SUBS YET.
AND THE SOLDIERS ARE NEARLY READY TO DELIVER THE INCENDIARY DEVICE...
KEEP MOVING... PREPARE FOR ENTRY INTO THE MAIN HANGAR...
...THE DEVICE IS NOW BEING RECEIVED BY RIGHT... SMASH ANY RESISTANCE AND TEAR A HOLE INTO THE COMPLEX BELOW...
HARD

GENERAL OBSIDIAN -- I'M READING MAJOR ENERGY SPIKES IN THE AIRPORT AREA -- ON A FREQUENCY I'VE NEVER SEEN BEFORE!
ON THE BIG SCREEN -- NOW!
SOME KIND OF ADVANCED AIR-CRAFT... AND THE NEW WARRIORS?!
BLAST -- NOT AGAIN! NOT NOW!
HOW COULD THEY HAVE LEARNED OF THIS OPERATION? IS IT POSSIBLE THAT KYMAERA SOMEHOW CONTACTED --
NEGATIVE, SIR! GENERAL ADMISSION TESTED ALL THE SOLDIERS' COMMLINKS JUST YESTERDAY -- SHE'S COMPLETELY UNDER OUR CONTROL --
NEVER MIND THAT NOW -- HAVE THE REST OF THE SOLDIERS KEEP THE WARRIORS OCCUPIED... THOSE SELF-RIGHTEOUS BRATS WILL NOT INTERFERE WITH ANOTHER OF OUR MISSIONS! *
AND HAVE HARD AND FAST DELIVER THAT BOMB TO THE UNDERGROUND COMPLEX AND DETONATE IT -- NOW!
* The warriors messed up Protocol's plans back in NW #54 - #56... guess he holds a grudge!
--TRAUMATIZED TOM
SKREEEUUNNK!

WHUUUU
THOOM
GETTING A SENSE OF DEJA VU, ALEX?
THOKK
YEAH--ONLY THIS TIME, YOU AND I AREN'T EXACTLY SECRET WEAPONS ANYMORE!
LET'S HOPE WE DON'T GIVE THESE JERKS TIME TO GET THEIR ACT TOGETHER!
DOES ANYONE SEE NITA?
NOT YET! EVERYONE KEEP A SHARP EYE OUT... THEY MAY HAVE ALTERED HER APPEARANCE SOMEHOW!
WAIT--WHERE'S SPEEDBALL?! SOMEONE MAKE SURE HE'S--
DWEEEE
ROBBIE!!
UNHHF!
ROBBIE--ARE YOU OKAY?! ROBBIE--!
SHRANK
FEEL--ALL BROKEN UP--INSIDE--
--YA REALLY DO CARE, DON'TCHA, ANGEL? AWW...
CUTE. MAYBE I SHOULD JUST KILL YOU MYSELF...
HOLY--! I THINK THAT'S HER!
WE'RE COMING, NITA...

"...WE'RE COMING!"
HEY, NICE KNIFE COLLECTION-- WHAT DO THEY CALL YOU, "GINSU-MAN"?
THUNK
OKAY, DON'T TELL ME, THEN!
I'LL JUST CALL YOU "SLEEPY"!
HUUNH
WHAT THE HECK? WHAT'S WITH THE SPARKS?
ARE THESE GUYS ROBOTS OR SOMETHING?
UH, RICH--?! I DON'T THINK WE CAN FIT IN THAT--
I'LL MAKE US FIT.
SKRRWWU
PROXIMITY ALERT! PROXIMITY ALERT!
THIS IS NOT AN ADVISABLE MANEU--
SO WHEN DID I ASK FOR ANYONE'S ADVICE?
WE'RE GOING IN, SO DEAL WITH IT! THEY'RE NOT GETTING AWAY WITH NITA...
"...NOT THIS TIME!"
--FINISH ARMING THE DEVICE AND GET BACK TO THE SURFACE--
--TRACE ETHER IN THE PROCESSING AREA WILL INTERFERE WITH OUR TELEPORTATION SYSTEM-- YOU MUST GET CLEAR--
--BEFORE THE BOMB GOES UP!
BREEDEEP BREEDEEP
MOVE! MOVE!

WHILE ABOVE...
NICE TRY, RIGHT--ALMOST DIDN'T ERECT MY TK SHIELD IN TIME!
NOW IT'S MY TURN--
WH--?! NO--THEY'RE TELEPORTING AWAY!
THEY'RE ALL BUGGIN' OUT AGAIN!
NOT ALL OF 'EM...
WARNING! WARNING! PROXIMITY SENSORS INDICATE CORRIDOR NARROWS TO--SKRAAWK
KREEEGCH
UNNGH!
I HAVE SUSTAINED MODERATE DAMAGE--ARE YOU BOTH ALL RIGHT?
RICHARD? RINA?
IF YOU CAN HEAR ME, I ESTIMATE THREE-POINT-TWO MINUTES UNTIL I CAN EXTRICATE MYSELF...
VRRR
...BUT SENSORS INDICATE A LARGE INCENDIARY DEVICE BUILDING TO DETONATION NEARBY!
GET OUT IF YOU CAN--WE WILL NOT SURVIVE SUCH AN EXPLOSION!

HARD--DO NOT HESITATE! YOU HAVE LESS THAN FIFTEEN SECONDS TO GET CLEAR!
VRRR
GET OUT--NOW!
ADMIRAL, HARD IS RESISTING MY COMMANDS--AND I CAN'T TELEPORT HER AWAY WITHOUT SETTING OFF THE BOMB!
WE'RE AT TEN SECONDS AND COUNTING--
BOOST YOUR SIGNAL, CHANG--
--I DON'T CARE WHAT'S DISTRACTING HER FROM THE MISSION--
--JUST GET HER OUT OF THERE!
SCREEEEEEE

BREDEEP
BREDEEP
KLIK
KROOM
WHAT'S--
KABOOM!

I MAY BE A SLAVE MACHINE... BUT THAT'S NOT ALL I AM.
THEY'VE TAKEN SO MUCH FROM ME... MY FAMILY...
...MY FRIENDS...
...MY LOVER.
BUT THEY COULDN'T TAKE AWAY THE LOVE.
WE'LL ALWAYS HAVE THAT, RICH.
PLEASE REMEMBER...
NOT AGAIN--NITA! NO!!
NO...

THERE'S A NEW WEB-SLINGER IN TOWN!
APPROVED BY THE COMICS CODE AUTHORITY
#1
NOV
$2.95 US
$3.50 CAN.
MARVEL
SPIDER-MAN GROUP
SCARLET SPIDER
UNLIMITED™
THE TOMB OF KAINE!

Once he was Peter Parker, a student who, after being bitten by a radioactive spider, became the Amazing Spider-Man! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as Ben Reilly, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...
Stan Lee presents: THE SCARLET SPIDER!
THE SUB-BASEMENT OF A BROOKLYN WAREHOUSE, THREE WEEKS AGO...
OOH, HE'S AN UGLY ONE, YES? EVEN FOR A HU-MAN.
WE SHOULD MAYBE LET THE HU-MAN OUT TO PLAY...?
NO, SPINNER! CLOSE IT-- QUICKLY!
THIS CREATURE IS OBVIOUSLY CONFINED FOR A REASON--A REASON WHICH IS NO CONCERN OF OURS!
OUR MISSION IS TO SECURE THE MASTER'S SECRETS, AND THE LAST THING WE NEED IS ANOTHER ELEMENT OF DANGER TO SCREW IT ALL UP!
SLAM
NOW, LET'S GET TO WORK!

you say you want an EVOLUTION!

THE SAME WAREHOUSE, TODAY...

OBOY.

IF I DIDN'T KNOW BETTER, I'D SWEAR THEY WERE FILMING THE SEQUEL TO *OUTBREAK* DOWN THERE.

BUT SINCE THIS WAREHOUSE HAPPENS TO BE THE *FRONT* FOR THE JACKAL'S UNDERGROUND LAB, I SMELL SOMETHING MORE SINISTER THAN CELLULOID!

BESIDES, IF IT *IS* A MOVIE, THEY'RE CERTAINLY SCRAPING THE BOTTOM OF THE BARREL FOR *ACTORS* THESE DAYS.

I MEAN, COULDN'T THEY HAVE FOUND A BETTER REPLACEMENT FOR *DUSTIN HOFFMAN'S* ROLE...

GLENN HERDLING
WRITER

TOD SMITH
PENCILER

JOHN NYBERG
INKER

CLEM ROBINS & LORETTA KROL
LETTERERS

JOE ANDREANI
COLORIST

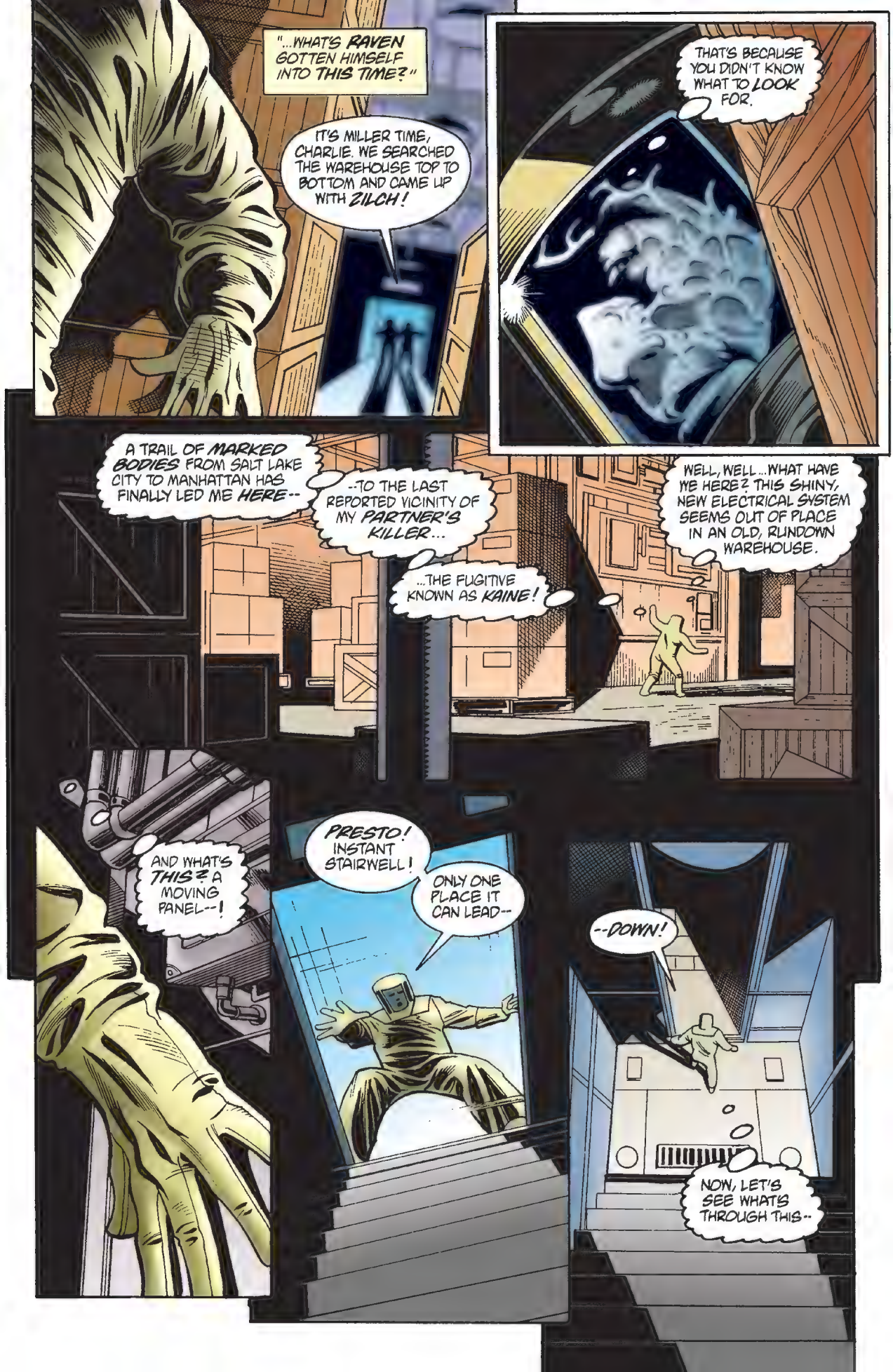
MALIBU
COLOR SEPARATIONS

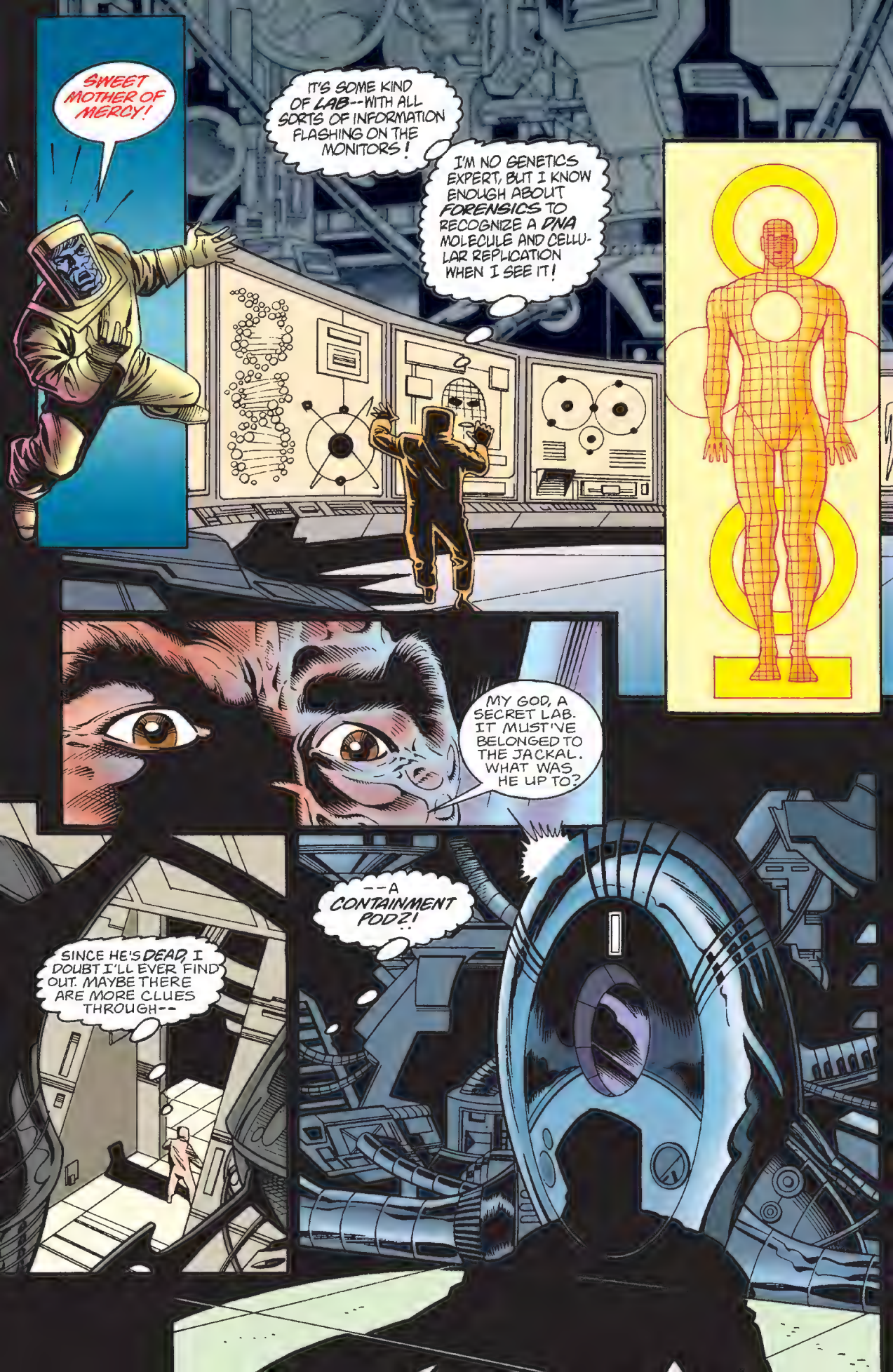
ERIC FEIN
EDITOR

BOB BUDIANSKY
CHIEF ARACHNERD

...THAN JACOB RAVEN?!
BUT I CAN UNDERSTAND WHY HE'S SO OBSESSED! THAT'S KAINE'S HANDPRINT OVER RAVEN'S FACE!
I DON'T CARE IF YOU'RE THE POPE! THIS IS A FEDERAL MATTER NOW, AND UNTIL WE'RE SURE THERE'S NO RISK OF CONTAMINATION, NO ONE GETS IN!
YOU'VE GOT TO LET ME THROUGH! I'M A COP!
FEDS.
THEY DON'T REALIZE THAT THERE MAY BE SOMETHING INSIDE THAT BUILDING EVEN MORE DANGEROUS THAN A FEW BACTERIA...
THEY'RE SO MIRED IN PROCEDURE AND RED TAPE...
...THAT THEY DON'T EVEN RECOGNIZE A PREDATOR IN THEIR MIDST...
...UNTIL IT'S BITTEN THEM ON THE FOOT!
uh-oh. LOOKS LIKE RAVEN'S SINKING HIP-DEEP INTO THIS MESS--

--AND THIS LITTLE SPIDER'S GONNA HAVE TO HAUL HIS TAIL OUT OF IT... AGAIN!
HOLD IT, LONG-JOHNS! THIS IS A RESTRICTED AREA.
EXACTLY.
AND JUST WHO ARE YOU GUYS?
WHAT?
NO, W.H.O.--THE WORLD HEALTH ORGANIZATION. WE'VE TRACED THE ORIGIN OF THE SPRINGVILLE CARRION VIRUS* TO THIS HERE LOCATION.
* THE DEADLY PLAGUE RELEASED BY THE JACKAL IN SPIDER-MAN: MAXIMUM CLONAGE: ALPHA. --ERIC
I ASSUME YOU'RE SPIDER-MAN?
NEVER ASSUME. I'M THE SCARLET SPIDER.
WHO?
FIRST BASE.
COMMANDER--WE'VE SECURED THE PERIMETER, BUT WE HAVEN'T FOUND A TRACE OF THE VIRUS.
THEN WHY IS MY SPIDER-SENSE BUZZING...?


"...WHAT'S RAVEN GOTTEN HIMSELF INTO THIS TIME?"
IT'S MILLER TIME, CHARLIE. WE SEARCHED THE WAREHOUSE TOP TO BOTTOM AND CAME UP WITH ZILCH!
THAT'S BECAUSE YOU DIDN'T KNOW WHAT TO LOOK FOR.
A TRAIL OF MARKED BODIES FROM SALT LAKE CITY TO MANHATTAN HAS FINALLY LED ME HERE--
--TO THE LAST REPORTED VICINITY OF MY PARTNER'S KILLER...
...THE FUGITIVE KNOWN AS KAINE!
WELL, WELL...WHAT HAVE WE HERE? THIS SHINY, NEW ELECTRICAL SYSTEM SEEMS OUT OF PLACE IN AN OLD, RUNDOWN WAREHOUSE.
AND WHAT'S THIS? A MOVING PANEL--!
PRESTO! INSTANT STAIRWELL!
ONLY ONE PLACE IT CAN LEAD--
--DOWN!
NOW, LET'S SEE WHAT'S THROUGH THIS--


SWEET MOTHER OF MERCY!
IT'S SOME KIND OF LAB--WITH ALL SORTS OF INFORMATION FLASHING ON THE MONITORS!
I'M NO GENETICS EXPERT, BUT I KNOW ENOUGH ABOUT FORENSICS TO RECOGNIZE A DNA MOLECULE AND CELLULAR REPLICATION WHEN I SEE IT!
MY GOD, A SECRET LAB. IT MUST'VE BELONGED TO THE JACKAL. WHAT WAS HE UP TO?
--A CONTAINMENT POD?!
SINCE HE'S DEAD, I DOUBT I'LL EVER FIND OUT. MAYBE THERE ARE MORE CLUES THROUGH--

TOO DARK. CAN HARDLY SEE ANY--
OH, MY GOD...
...KAINE!
HE SEEMS TO BE IN SOME KIND OF TRANCE... OR WORSE. BUT I CAN'T TAKE ANY CHANCES.
BLAM
NASTY TOY. NASTY HU-MAN. SPOIL MASTER'S PLAN, YES?
WHA--? DEMONS...!
NOOOOO!
DRIP DRIP DRIP

I COULD HAVE EASILY GOTTEN PAST THOSE M.H.O. GOONS, BUT WHAT'S THE POINT? THEY'VE GOT A JOB TO DO--
--AND SO DO I!
"UNFORTUNATELY, I DON'T THINK ANYONE BOTHERED TELLING OUR DISGRUNTLED DETECTIVE THAT KAINE DIED AT THE HANDS OF A CREATURE CALLED SPIDERCIDE."*
BUT IF KAINE'S OUT OF THE PICTURE, THEN WHAT KIND OF DANGER WAS MY SPIDER-SENSE PICKING UP?
*SEE SPECTACULAR SPIDER-MAN #227. --Eric
JACOB RAVEN IS SO OBSESSED WITH MY DEGENERATE CLONE, KAINE, THERE'S NO TELLING WHAT HE'LL DO TO BRING HIM IN!
I THOUGHT THIS CHAPTER IN MY LIFE WAS CLOSED! FINITO! KAPUT!!
I HATE SEQUELS.

STOP STRUGGLING-- SAVE YOUR STRENGTH. SPINNERET'S COCOONS ARE QUITE FORMIDABLE.
I'M TRULY SORRY THAT I CANNOT IN GOOD CONSCIENCE LET YOU GO NOW THAT YOU KNOW ABOUT OUR OPERATION.
WH-WHAT ARE YOU TALKING ABOUT? WHO--WHAT ARE YOU? AND WHAT'S ALL THIS HAVE TO DO WITH KAINE?!
AH, GOOD. YOU'RE AWAKE.
MAYBE YOU'RE NOT AS SOFT AS THE REST OF YOUR RACE, EH?
BROOP BROOP BROOP
NOISE! NOISE! NOISE!
MACHINE SHOWS ANOTHER HU-MAN IN TUNNELS BELOW!
QUICKLY! EVERYONE INTO THE SEWER!

YUCK! I BET *CAPTAIN AMERICA* NEVER HAS TO CRAWL THROUGH THE SEWERS--

UH-OH. SPIDER-SENSE IS PACKING A WALLOP!

HEAR THAT, *KOMODO*--HE WANTS YOU TA PACK 'IM A WALLOP!

WHAT IS "*WALLOP*"?

THAT'S WHAT I INTEND TO DO, *BUZZARD*.

LISTEN TO ME, INTRUDER--THE DAY YOU SEEK TO OPPOSE THE *ANIMEN* IS THE DAY YOU *DIE*!

JUST LEAVE ENOUGH *BLOOD* FOR THE *FLYING FOX* TO *FEAST*!

I GET THE *WISHBONE*!

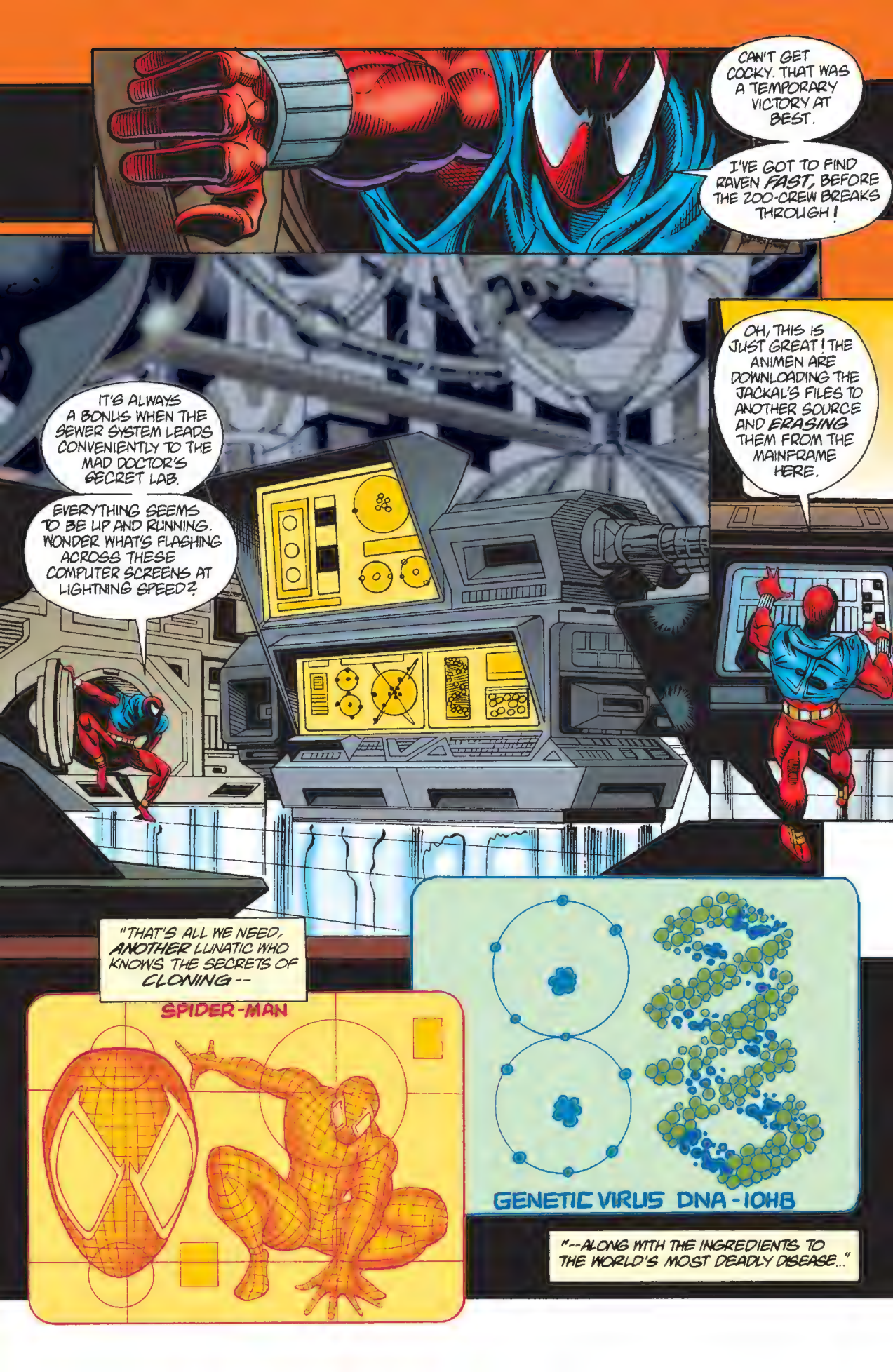
YEOWW!

ANIMEN, huh? I GUESS IT'S TRUE THEN--
:UNGH:
KOMODO!
--ALL THE GOOD NAMES HAVE BEEN TAKEN!
YOU'RE NOT GOIN' ANYWHERE, WALL-CRAWLER--
--UNTIL YOU FEEL THE SQUEEZE OF MY BIONIC CLAW AND LEARN WHY I AM CALLED CRUSHTACEAN!
GEE. AND HERE I THOUGHT IT WAS BECAUSE YOU'D DEVELOPED A FONDNESS FOR SEAFOOD!
WHA--?!

BUZZARD-- GIVE THE INTERLOPER A TRIM!
IMPRESSIVE, HUMAN. BUT HOW DO YOU PROPOSE TO AVOID MY RAZOR-SHARP BEAK--?
TUNG
MM-MPH-MBB!
ONE BUZZ-CUT COMIN' UP --HUHZ!
THANKS FOR THE HAIR-CUT--
CLEARLY, YOU ARE NOT A TYPICAL HUMAN...
HERE'S YOUR TIP!
SNAP
WHAM

--BUT YOU ARE STILL OUT-MATCHED--
--AND OUT-NUMBERED!
WHA--? SILKY STRINGS COILING AROUND MY--
:GLIK!:
EXCELLENT, SPINNERET! NOW HOLD HIM STEADY--
--SO I CAN FEED!
HEY!
NO HICKEYS ON THE FIRST DATE!
BAM!

UGH! SORRY, "COUSIN"--YOU MIGHT'VE GOTTEN ALL THE LOOKS IN OUR FAMILY...
...BUT I GOT THE BRAINS!
HSSSS
THUK THUK
NOW THAT MY PATENTED STINGERS HAVE TAMED THE LAST OF THE BEASTIE BOYS--
--IT'S TIME FOR MY TRUSTY IMPACT WEBBING TO CLOSE THE DOOR TO THIS PARTY!
GEEPERS! AND I THOUGHT THE SPINNERET'S COBWEBS WERE TOUGH!
HOW D'YA LIKE THAT? HE LOCKED US OUT OF OUR OWN ROOST! NOW WHAT DO WE DO?
QUITE SIMPLE, MY FEATHERED FRIEND-- WE FIND ANOTHER WAY IN AND SHOW OUR "GUEST" THE WAY OUT...
--PERMANENTLY.


CAN'T GET COCKY. THAT WAS A TEMPORARY VICTORY AT BEST.
I'VE GOT TO FIND RAVEN FAST, BEFORE THE ZOO-CREW BREAKS THROUGH!
OH, THIS IS JUST GREAT! THE ANIMEN ARE DOWNLOADING THE JACKAL'S FILES TO ANOTHER SOURCE AND ERASING THEM FROM THE MAINFRAME HERE.
IT'S ALWAYS A BONUS WHEN THE SEWER SYSTEM LEADS CONVENIENTLY TO THE MAD DOCTOR'S SECRET LAB.
EVERYTHING SEEMS TO BE UP AND RUNNING. WONDER WHAT'S FLASHING ACROSS THESE COMPUTER SCREENS AT LIGHTNING SPEED?
"THAT'S ALL WE NEED, ANOTHER LUNATIC WHO KNOWS THE SECRETS OF CLONING --
SPIDER-MAN
GENETIC VIRUS DNA-10HB
"--ALONG WITH THE INGREDIENTS TO THE WORLD'S MOST DEADLY DISEASE..."

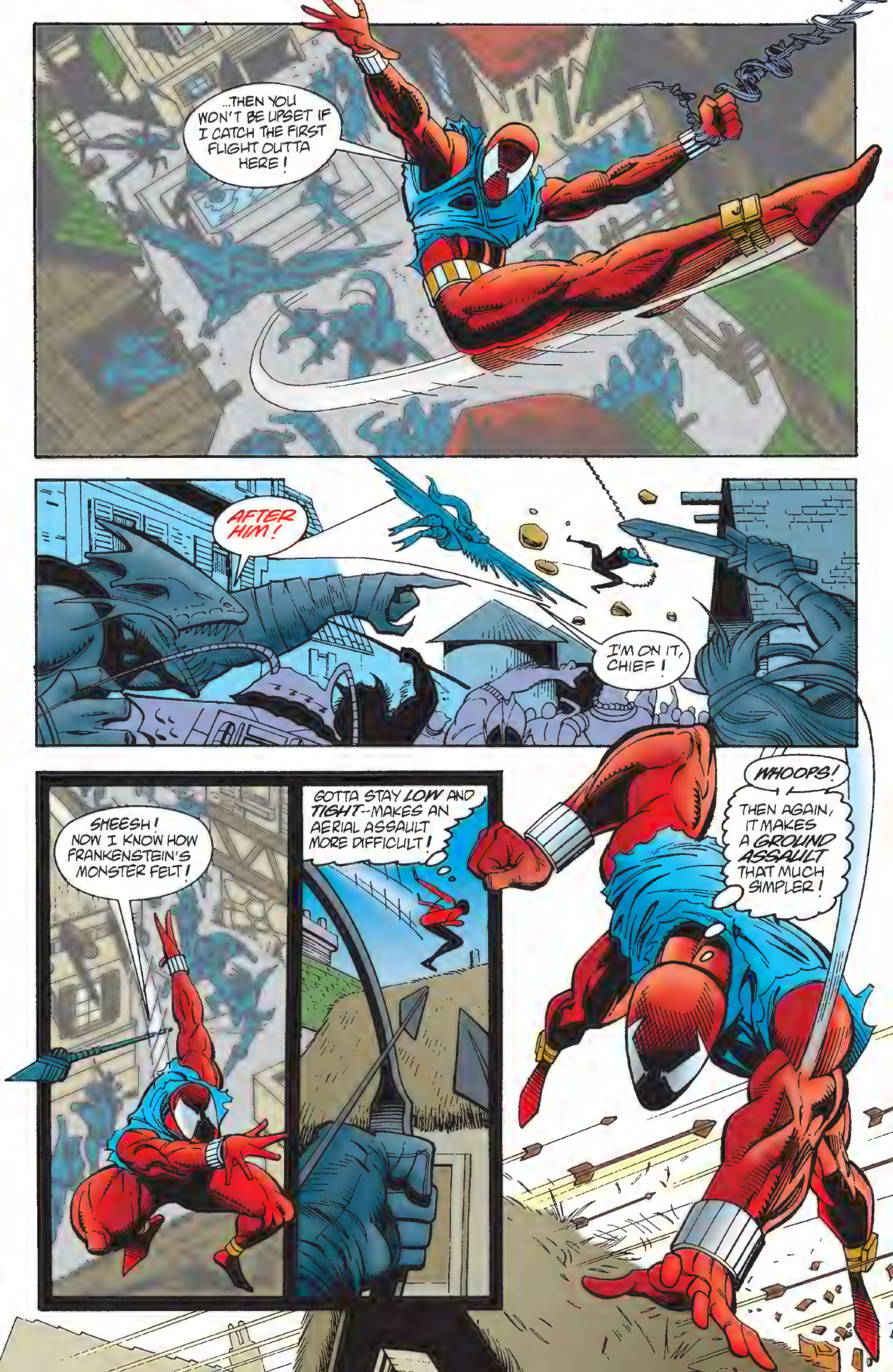
WAIT A MINUTE! WHY IS THE FILE REGARDING THE SPIDER-MAN CLONE CROSS-REFERENCED WITH THAT OF THE JACKAL'S GENE-TWISTING CARRION VIRUS??
BLAST! SPIDER-SENSE IS TINGLING!
BINGO! THIS SENSOR IS PICKING UP FIVE LIFE FORMS CONVERGING ON THIS SPOT FROM BELOW.
"LOOKS LIKE THE BRUTE GROUP IS ON THE LOOSE!
"WHICH MEANS THE BLIP ON THIS OTHER MONITOR CAN ONLY BE ONE THING--"
RAVEN!
I HOPE...!

A-HA! ONE SALT LAKE CITY GUMSHOE, SEALED AND GIFT-WRAPPED!
HANG TIGHT, RAVEN--IT'S JUST YOUR FRIENDLY NEIGHBORHOOD SCARLET SAVIOR!
WH-WHO--?
I'M GONNA HAVE TO RIP YOUR CONTAINMENT SUIT OFF TO GET YOU OUT OF THERE!
SPINNERET'S WEBBING IS JUST AS STRONG AS MINE AND (ICK!) --ORGANIC!
SHREKK
DON'T--!
YOU FOOL! DO YOU REALIZE THAT YOU MAY HAVE EXPOSED US BOTH TO A DEADLY CONTAGION...?!
RAVEN--LET GO! I SENSE...
...TROUBLE!
KRUNK
THWAP
WITH A CAPITAL "I," WALL-CRAWLER!

OOH! THAT HURT. KOMODO PACKS ALMOST AS MUCH PUNCH AS--
--KAINE?!?
OHMIGOD. THAT'S WHY RAVEN WAS SO FREAKED--THE JACKAL MUST HAVE PUT KAINE ON ICE AFTER SPIDERCIDE WHACKED HIM!
WOULD SOMEONE MIND TELLING ME JUST WHAT THE HECK IS GOING ON AROUND HERE?!
IF THESE FREAKS ARE IN LEAGUE WITH KAINE, THEN IT CAN'T BE ANYTHING GOOD!
"FREAKS"? MOST OF MY COUNTRYMEN THINK I'M A REAL KNOCKOUT!
RAVEN--NO!
:UNGH!:--
ANIMEN! CEASE THIS FRIVOLITY AT ONCE!
I DEMAND A STATUS REPORT! NOW!
THE MASTER!
WHAK
WHO?

MY LORD, HIGH EVOLUTIONARY, ALL FILES HAVE BEEN DOWNLOADED AND WE'VE INTRODUCED A VIRUS TO DESTROY ALL EVIDENCE OF THE PARIAH'S RESEARCH!
THEN YOUR WORK HERE IS DONE. TARRY NO LONGER AMONG THESE SQUALID HUMANS!
BUT THEY KNOW TOO MUCH! LET ME TIE UP THESE LOOSE ENDS--
--BY KILLING THEM!
NO!
Y'KNOW SOMETHING, CRUSTY--
THMP
--YOU'VE GOT A REAL ATTITUDE PROBLEM!
LET GO, YOU FOOL! YOU'LL BE DRAGGED INTO THE TELEPORTATION MATRIX--!
FSHASH
DRIP DRIP DRIP

Uh-oh...
...SOMETHING TELLS ME I'M NOT IN KANSAS ANYMORE!
"YOU WON'T FIND IT A VERY HOSPITABLE VACATION SPOT.
"ITS RESIDENTS DON'T TAKE KINDLY TO STRANGERS..
WELCOME TO MUNDAGORE, WALL-CRAWLER. WELCOME TO OUR HOME.
"...ESPECIALLY THOSE WHO INTERFERE WITH THE MONARCH'S DIVINE MISSION."
O-OKAAY...


...THEN YOU WON'T BE UPSET IF I CATCH THE FIRST FLIGHT OUTTA HERE!
AFTER HIM!
I'M ON IT, CHIEF!
SHEESH! NOW I KNOW HOW FRANKENSTEIN'S MONSTER FELT!
GOTTA STAY LOW AND TIGHT--MAKES AN AERIAL ASSAULT MORE DIFFICULT!
WHOOPS!
THEN AGAIN, IT MAKES A GROUND ASSAULT THAT MUCH SIMPLER!

SOME SORT OF CHURCH.
AS GOOD A PLACE AS ANY FOR THE SCARLET SPIDER'S LAST STAND!
STAY WHERE YOU ARE, INFIDEL!
I'LL TRY...
KRASH
...BUT YOU GUYS AREN'T MAKING IT EASY--
--UNGH!
ALL RIGHT! THAT'S IT!
I HAVE HAD--

THWAP!
--ENOUGH--
--OF--
--YOU!!
BAM
FEELING'S MUTUAL, BOY.
KLONK
NOW--WHILE HE'S DAZED--I SAY WE HANG 'IM!
I SAY WE CRUCIFY 'IM!
I SAY WE HANG 'IM--THEN CRUCIFY 'IM!
I SAY WE LET 'IM GO!
STOP THIS AT ONCE!

THIS IS NOT OUR WAY!
DO YOU NOT RECOGNIZE THIS FIGURE ON THE ALTAR, MY ACOLYTES?
YES, HE MAY BE GARBED DIFFERENTLY THAN HIS PREDECESSOR, BUT HIS ACTIONS ARE QUITE DISTINCT.
YOU ARE THE OTHER ONE, AREN'T YOU?
"OTHER ONE"? YOU MEAN THE OTHER SPIDER-MAN?
WHAT DO YOU KNOW ABOUT THAT?!
WE KNOW THAT A MAN NAMED ANTHONY SERBA WAS INFECTED WITH A GENETIC VIRUS THAT ALTERED HIS DNA, CREATING A BIOLOGICAL CONSTRUCT OF THE ORIGINAL SPIDER-MAN.
ANTHONY SERBA? GENETIC VIRUS?? "BIOLOGICAL CONSTRUCT"?! WHERE'D YOU HEAR THAT STORY?
YOU ARE A TESTAMENT TO OUR FAITH. WE VENERATE YOU!

THIS IS INSANE! ONE MINUTE YOU'RE POUNDING THE STUFFING OUT OF ME, AND THE NEXT YOU'RE WORSHIPPING ME?
COME ON, GET UP!
LISTEN, IT'S BEEN A WHILE SINCE I DID THIS SORT OF THING ON A REGULAR BASIS. WHERE THE HECK AM I--
--AND WHAT DOES THIS HAVE TO DO WITH THE JACKAL?
WHY, IT HAS EVERYTHING TO DO WITH THE JACKAL, FOR HE IS OUR SAVIOR! I AM ANUBIA, HIGH PRIESTESS OF HIS CHURCH--
--THE SACRED TEMPLE OF THE JACKAL!!
ALL HAIL THE MIGHTY JACKAL--

-MAN AS BEAST, GOD AS MAN!
UH, LISTEN FOLKS, I HATE TO BURST YOUR BUBBLE, BUT YOU'RE WORSHIPPING A MADMAN!
HERESY!
HE IS A FALSE PROPHET, AS FORESEEN BY THE HIGH EVOLUTIONARY!
SILENCE, MY ACOLYTES! LET US HEAR HIM OUT BEFORE WE CAST STONES!
THE JACKAL WAS ANYTHING BUT A SAVIOR--BUT HE NEVER USED ANY "GENETIC VIRUS" TO ALTER INNOCENT PEOPLE'S DNA STRUCTURES!
THE MAN WAS IN THE HABIT OF CREATING CLONES, NOT CONSTRUCTS!
FORGIVE THEM, MY FRIEND. PLEASE, EXPLAIN YOURSELF.
MAYBE IT WOULD HELP IF YOU TOLD ME EVERYTHING YOU KNOW FIRST.
VERY WELL.

THE GOAL OF OUR MASTER, THE LORD HIGH EVOLUTIONARY, IS TO EVOLVE THE WORLD TO ITS GREATEST POTENTIAL.
WE, HIS NEW MEN, WERE THE FIRST STEP IN THAT MASTER PLAN.
"THE HIGH EVOLUTIONARY CREATED US BY EVOLVING A VARIETY OF ANIMALS.
"OF HIS INITIAL CREATIONS, PORGA AND TAGAR WERE MORE HUMAN-LOOKING THAN THE OTHER NEW MEN--
"--PRIMARILY DUE TO THE DEDICATED EFFORTS OF THE EVOLUTIONARY'S NEW ASSISTANT, MILES WARREN."
PROFESSOR WARREN?!

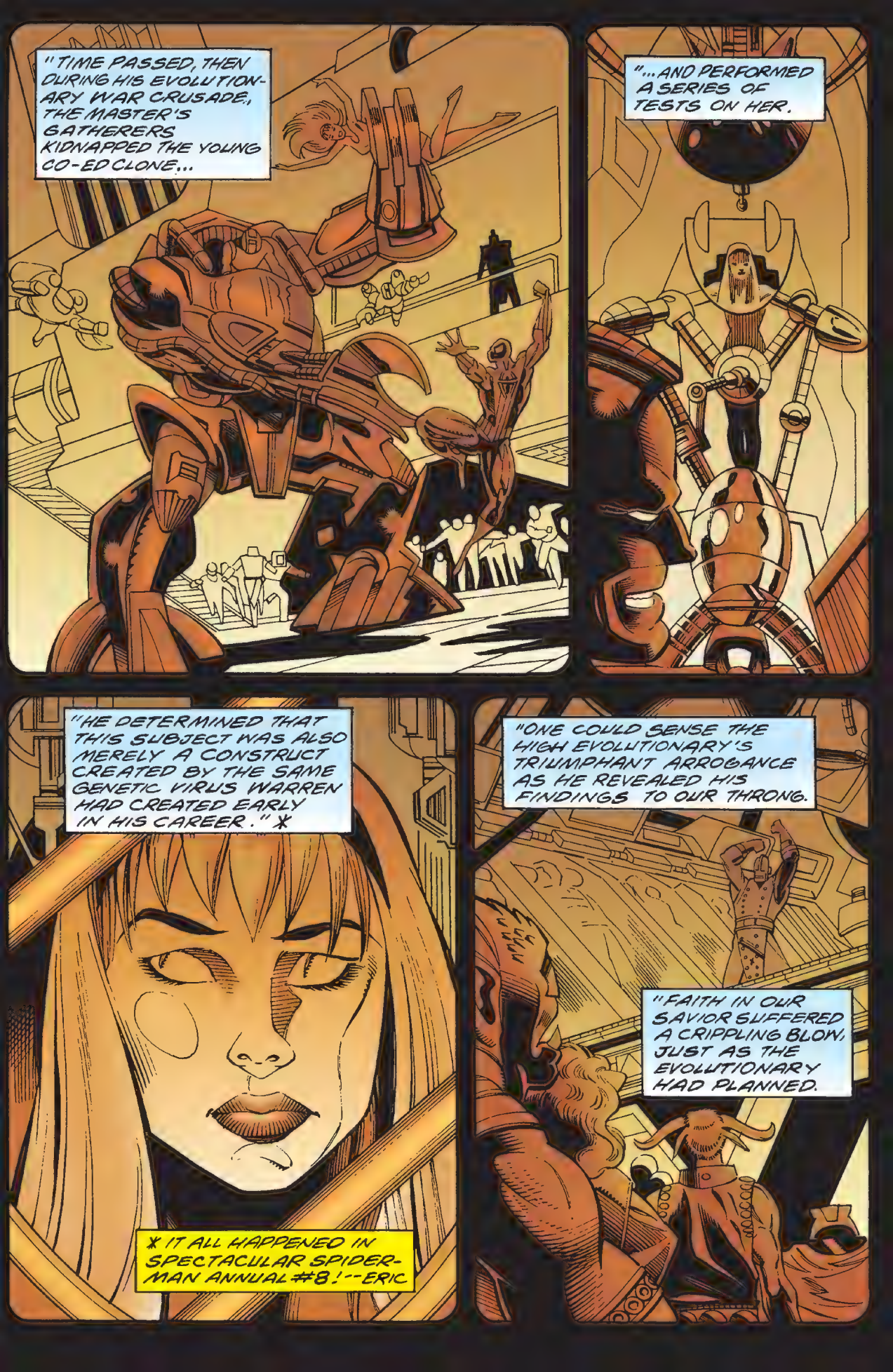
"BECAUSE OF THEIR RESEMBLANCE TO THE MASTER, THESE NEW MEN BECAME THE OBJECT OF DERISION AND ENVY.
"WHEREAS THE HIGH EVOLUTIONARY WISHED TO CREATE A RACE OF GODS, WARREN DECIDED HE WOULD PLAY GOD HIMSELF AND CREATE A RACE OF PERFECT HUMANS.
"THOUGH HIS TALENTS WERE NOT IN THE SAME LEAGUE AS THE MASTER'S, WARREN USED THE EVOLUTIONARY'S TECHNOLOGY TO FURTHER HIS OWN ENDS.
"THUS, THE HIGH EVOLUTIONARY BANISHED WARREN FROM WUNDAGORE, TELLING HIS NEW MEN THAT WARREN'S WAY WAS ULTIMATELY DESTRUCTIVE.
"BUT SOME OF US BELIEVED THE EVOLUTIONARY WAS TRYING TO KEEP US AS NOTHING MORE THAN HIS DOMESTICATED PETS, RATHER THAN GRANTING US OUR FREEDOM.
"REALIZING THAT THE MASTER FEARED WARREN AS A POTENTIAL RIVAL, THESE REBELS FOLLOWED THE HUMAN OUT OF WUNDAGORE...
"...ABANDONDING OUR BRETHREN TO THE COLD EMBRACE OF THE HIGH EVOLUTIONARY, WHO CONVERTED HIS CITADEL INTO A SPACESHIP--
"AND BROUGHT THEM TO THE STARS." *
* SEE THOR #135.--ERIC

"OUR SAVIOR WOULD LEAVE OUR NEW SETTLEMENT PERIODICALLY, RETURNING EVERY SUMMER WITH A PLAN TO MAKE US ALL HUMAN SO THAT WE COULD FOLLOW HIM INTO THE WORLD OF MAN.
"ONCE HE CREATED A SERUM FROM DNA SAMPLES HE OBTAINED FROM HUMAN DONORS. WARREN INJECTED IT INTO A GROUP OF NEW MEN VOLUNTEERS--
"--AND THE SUBJECTS BECAME HUMAN!
"HOWEVER, THE SERUM QUICKLY RAVAGED THEIR NEW BODIES-- TRANSFORMING THEM INTO LIVING CORPSES..."
...UNTIL DEATH MERCIFULLY OVERCAME THEM.
THAT SERUM MUST HAVE BEEN THE PROTOTYPE FOR THE CARRION VIRUS--
--THE JACKAL'S GENETIC PLAGUE WHICH EITHER KILLS YOU OR RAVAGES YOUR DNA STRUCTURE, MAKING YOU LOOK LIKE A DECOMPOSED VERSION OF WARREN HIMSELF!

"MILES WARREN GREW DESPONDENT.
"HE HAD YET TO DISCOVER A MEANS OF CAPTURING THE MINDS AND PRECIOUS INSTINCTS OF OUR UNIQUE RACE IN MORE HUMAN-LOOKING BODIES, ALLOWING THEM TO BLEND IN WITH SOCIETY.
"BUT WARREN WAS NO VICTOR VON FRANKENSTEIN. HE REFUSED TO RISK A HUMAN LIFE BY ATTEMPTING A BRAIN TRANSPLANT.
"NO, HIS EXPERTISE WAS GENETICS! THE ANSWER HAD TO LIE IN THE SPONTANEOUS REGENERATION OF A HUMAN BODY--
"--GENETICALLY ENGINEERED SO THAT THE BRAIN WAS A TABULA RASA INTO WHICH HE COULD PROGRAM THE NEW MEN'S MENTAL ENGRAMS."
OH, COME ON! CAN'T YOU SEE WARREN WANTED TO CREATE AN ARMY OF CLONES--
--CLONES WITH THE SUPERHUMAN INSTINCTS OF THE NEW MEN WHOSE MINDS WERE CONTROLLED BY HIM ALONE, YET WERE NOTHING MORE THAN AN ENDLESS SUPPLY OF GUINEA PIGS TO HIM?
THE MILES WARREN YOU KNEW, PERHAPS...
"...BUT AT THIS STAGE OF HIS LIFE, HIS MOTIVES WERE COMPLETELY SELFLESS.
"HE LEFT US TO PURSUE HIS THEORY, AND IT WAS YEARS BEFORE WE HEARD FROM HIM AGAIN.

"A FOLLOWING HAD DEVELOPED AROUND THE LEGEND OF MILES WARREN, BUT MANY BEGAN TO LOSE FAITH.
JACKAL
"THEN, ON A SNOWY DAY IN EARLY JANUARY, HE RETURNED--
"IN A MOST DRAMATIC FASHION!
"THE JACKAL REVEALED THAT HE HAD CREATED TWO PERFECT CLONES, ONE OF A YOUNG COLLEGE CO-ED NAMED GWEN STACY...
"COLLECTING SOME IMPORTANT EQUIPMENT, THE JACKAL PROMISED THAT HE WOULD CALL FOR US SOON--BUT IF SOMETHING WERE TO HAPPEN TO HIM, WE SHOULD CONTINUE HIS EXPERIMENTS.
"...AND THE OTHER--OF YOURSELF!"
"HIS FOLLOWERS RALLIED AROUND HIM, ASSUMING THAT HE HAD DONNED THE COSTUME OF A JACKAL TO BE MORE LIKE THEM.
"THOUGH CONCERNED BY THEIR SAVIOR'S CRYPTIC FAREWELL, THE NEW MEN CELEBRATED BY ERECTING A STATUE OF THE JACKAL. ALL WAS JOYFUL IN NEW WUNDAGORE, UNTIL--

"-- THE LORD HIGH EVOLUTIONARY RETURNED, WITH A VENGEANCE!
"DURING HIS ABSENCE, HE HAD EVOLVED INTO A GOD-LIKE ENTITY, THEN DEVOLVED BACK TO HIS HUMANOID FORM.
"BUT HE STILL DEMANDED RESPECT AS OUR CREATOR, SO HE DESTROYED OUR NEW ICON AND ESTABLISHED HIMSELF ONCE MORE AS OUR LORD AND MASTER.
"AN UNDERGROUND REBELLION FORMED, CALLING ITSELF THE CULT OF THE JACKAL.
"FOR OBVIOUS REASONS, I WAS ORDAINED AS ITS HIGH PRIESTESS.
"AS LEADER OF THIS REBELLION, I SENT SPIES INTO MAN'S WORLD TO LEARN OUR SAVIOR'S FATE. THEY REPORTED BACK WITH NEWS OF THE JACKAL'S DEATH.*
*AS SEEN IN THE AMAZING SPIDER-MAN #149. --ERIC
"THE HIGH EVOLUTIONARY WAS NOT PLEASED WHEN HE LEARNED OF OUR MEMORIAL SERVICE.
HE PROMISED MY CHURCH THAT HE WOULD EXPOSE OUR MESSIAH AS A FRAUD.


"TIME PASSED, THEN DURING HIS EVOLUTIONARY WAR CRUSADE, THE MASTER'S GATHERERS KIDNAPPED THE YOUNG CO-ED CLONE...
"...AND PERFORMED A SERIES OF TESTS ON HER.
"HE DETERMINED THAT THIS SUBJECT WAS ALSO MERELY A CONSTRUCT CREATED BY THE SAME GENETIC VIRUS WARREN HAD CREATED EARLY IN HIS CAREER." *
"ONE COULD SENSE THE HIGH EVOLUTIONARY'S TRIUMPHANT ARROGANCE AS HE REVEALED HIS FINDINGS TO OUR THRONG.
"FAITH IN OUR SAVIOR SUFFERED A CRIPPLING BLOW, JUST AS THE EVOLUTIONARY HAD PLANNED.
* IT ALL HAPPENED IN SPECTACULAR SPIDER-MAN ANNUAL #8! --ERIC

"BUT I REFUSED TO BELIEVE THE HIGH EVOLUTIONARY UNTIL I CONFIRMED HIS REVELATION MYSELF.
"SO I SENT MORE SPIES INTO YOUR WORLD TO DISCOVER THE TRUTH!
"I WAS DISMAYED TO LEARN THAT OUR MASTER HAD NOT LIED TO US. THE SPIES UNCOVERED MILES WARREN'S JOURNAL, WHICH CLEARLY STATED IN WARREN'S OWN WORDS...
"She will be the second subject to undergo cellular-level transformation, via the genetic virus I have developed.
"Today I waylaid a young pupil of mine, Joyce Delany.
"My assistant, Anthony Serba, was the first.
"Three days ago, I infected him with a virus from Peter Parker's DNA.
"The results were gratifying.
"Every cell of his body invaded and transformed by the virus, Serba almost instantly became Peter Parker...
"... just as Joyce Delany now becomes Gwen Stacy." *
*CHECK OUT SPECTACULAR SPIDER-MAN #149 IF YOU DON'T BELIEVE US!--ERIC

THE JACKAL'S CLONES WERE NOTHING MORE THAN VICTIMS OF A CRUEL DISEASE--
--THE ONE OUR REDEEMER HAD PROMISED NEVER TO USE AGAIN DUE TO ITS LETHAL CONSEQUENCE!
NOW, JUST HOLD ON A SEC!
YOU'RE TELLING ME YOU HAVE PHYSICAL EVIDENCE THAT THIS WHOLE CLONE THING IS BOGUS?!
I MEAN, IF PARKER IS REALLY THIS ANTHONY SERBA, DOE'SN'T SERBA DESERVE TO GET HIS LIFE BACK??
ANUBIA'S STORY, ON TOP OF THE INFORMATION I GLIMPSED BACK AT THE JACKAL'S LAB, SEEMS TO POINT TO THE INCONTROVERTIBLE FACT THAT THE CLONES WERE A FARCE.
THIS IS TOO MUCH! AM I THIS "ANTHONY SERBA" THE JOURNAL MENTIONS?
WORSE YET, DID I LIE TO PETER WHEN I CONVINCED HIM THAT HE HAS AS MUCH RIGHT TO HIS LIFE AS I DO?
WOW.

ONE THING I DON'T GET--IF THE JACKAL WAS A PHONY, WHY DO YOU STILL WORSHIP HIM?
THE CULT DISBANDED, BUT A SMALL GROUP OF US MAINTAIN THIS SHRINE TO THE JACKAL SO THAT HIS GOLDEN PLAN FOR OUR SALVATION WILL NEVER BE FORGOTTEN...
...A FEW BELIEVE THAT THE JACKAL WILL COME AGAIN TO REDEEM US FROM THE HIGH EVOLUTIONARY--
--WHO SCORNS OUR PLEA FOR HUMANITY IN FAVOR OF PLAYING GOD TO THE THANKLESS HUMANS.
WELL, I'VE GOT NEWS FOR YOU, NEW MEN--THE JACKAL WAS NO SAINT, BUT AS FAR AS I KNOW--
--CLONING IS POSSIBLE!
CLAP CLAP
GUARDIANS OF THE SACRED CRUSADE, ATTEND ME!
WE EMBARK ON A PILGRIMAGE TO THE HIGH EVOLUTIONARY'S LAB!
TODAY WE SHALL UNCOVER THE TRUTH--EVEN AT THE EXPENSE OF OUR LIVES!

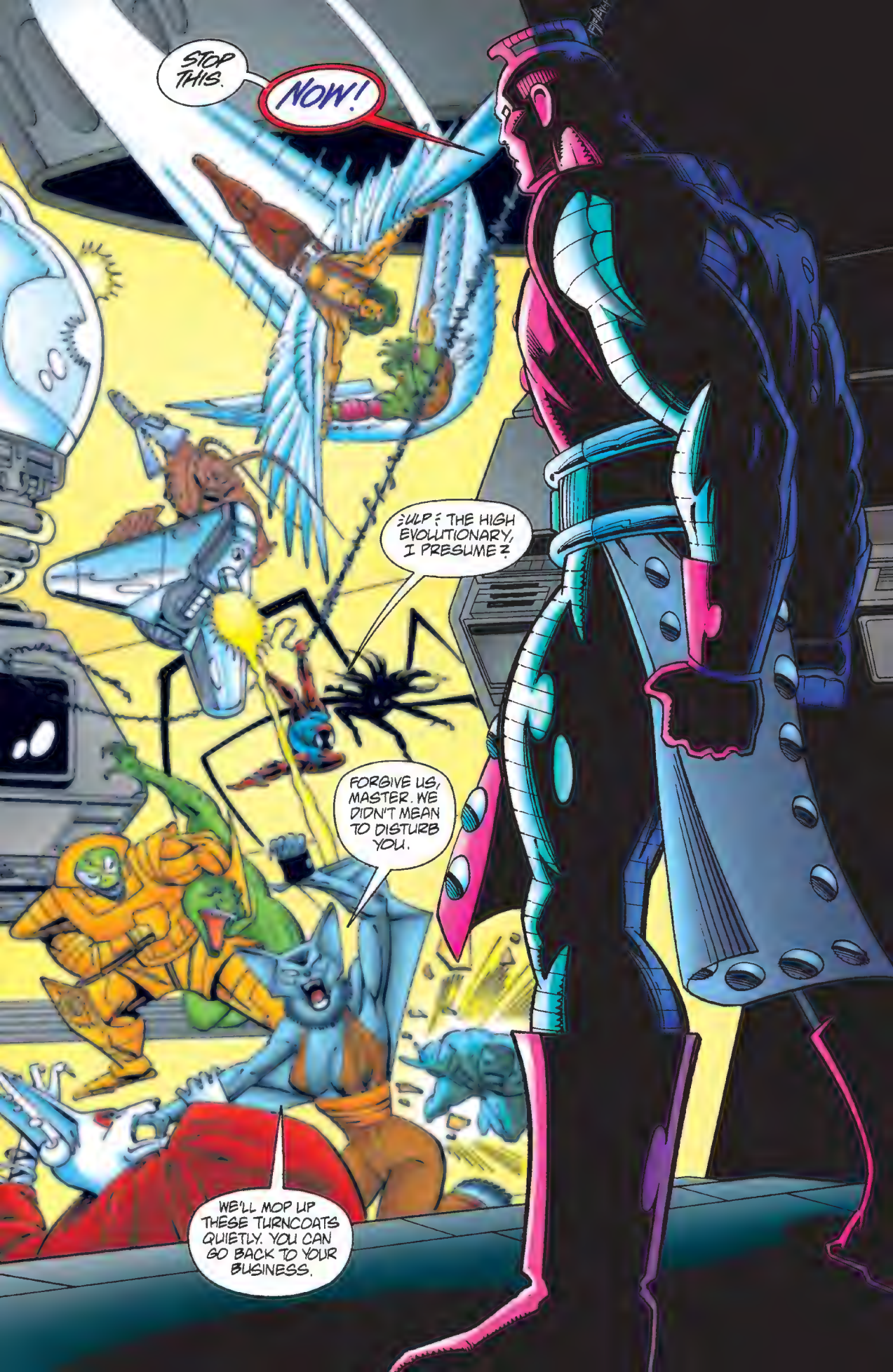
SOON, ON THE COBBLESTONE STREETS OF WUNDAGORE...
DIDJA REALLY MEAN, "AT THE EXPENSE OF OUR LIVES," 'NUBIA?
WHATSAMATTER, CAIMAN-- CHICKEN?
QUIET, HARRIER! WE MUST NOT DRAW ANY UNDUE ATTENTION TO OUR GUEST.
DO WE GET TO EAT HIM WHEN THIS IS OVER?
HEY!
HERE! THIS LID COVERS AN AQUEDUCT WHICH LEADS TO THE MASTER'S DOMAIN!
AGAIN WITH THE SEWERS? ARE YOU TRYING TO GIVE ME A COMPLEX?
FOLLOW THE TUNNEL TO THE AIR CONDITIONING DUCT AT THE FAR END.
THIS IS THE CENTRAL PROCESSING PLANT OF THE EVOLUTIONARY'S CITADEL--
--WHERE HE PLOTS THE GENETIC DESTINY OF THE ENTIRE HUMAN RACE.
uh-oh. SPIDER-SENSE JUST KICKED INTO OVERDRIVE...

"...WE'VE GOT COMPANY!"
HELLO, NEW MEN.
GREETINGS, WALL-CRAWLER. YOU WILL NOT FIND US AS INDULGENT AS BEFORE, BECAUSE THIS IS OUR HOME TURF--
--AND WE ARE THE KNIGHTS OF WUNDAGORE!
I'M IMPRESSED, ANUBIA! YOUR TASK FORCE SEEMS REMARKABLY EVENLY MATCHED AGAINST US--
OTHER THAN YOURSELF, THAT IS!
ANUBIA!

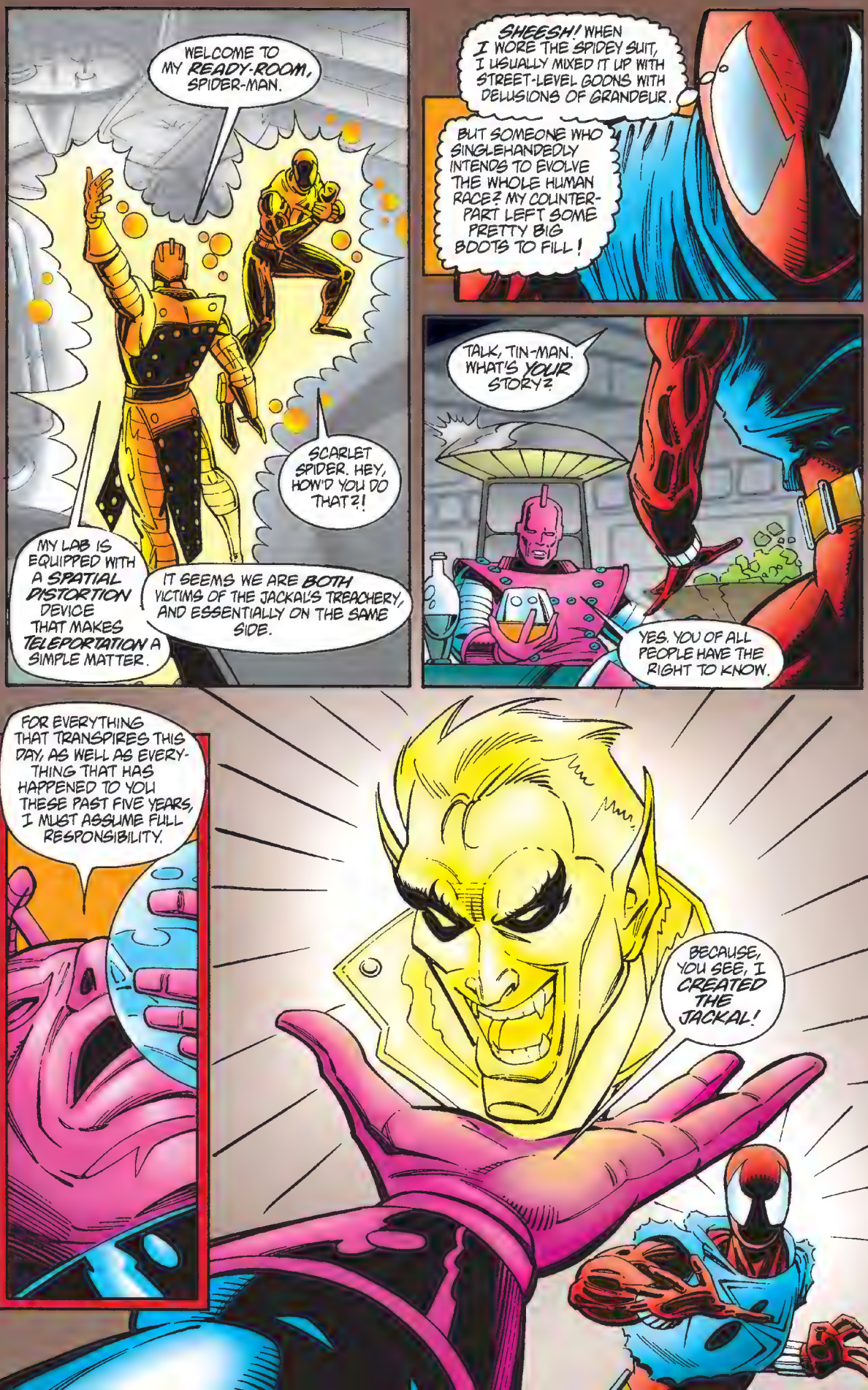
THAT'S OUR HIGH PRIESTESS YER DROOLIN' OVER, BATS.
LET ME GO --BEFORE I SINK MY TEETH INTO YOU!
PIRANIS WILL SHOW YOU THE MEANING OF TEETH!
UNGH!
IN YOUR DREAMS, FISH-HEAD!
PIRANIS IS IN TROUBLE!
NOT SO MUCH AS YOU! I GOT A HANKERIN' FOR A HARRIER SANDWICH!
YOU MEAN A FRIED HARRIER SANDWICH!
FLAP
WRONG ON BOTH COUNTS!
OOPH!
YOU ONLY PROLONG THE WINGED FOOL'S DEMISE--

EH? WHERE'D HE GO?
DOPE! A HARRIER'S WINGS ARE DESIGNED TO SNATCH LIVING PREY FROM THE AIR--
--WHILE THE LAZY BUZZARD WAITS FOR ITS VICTIMS TO DIE!
THIS TIME, YOU WAITED TOO LONG!
I NOTICE, MY COUSIN, THAT THE MASTER EVOLVED THE TAIL RIGHT OFF YOUR BACKSIDE!
TOO BAD!
THWOP
KRASH
WONDERFUL! A BATTLE OF THE DEEP, IN THE SKY, ON A STEED!
GET OFF, YOU FOOL!
YOUR BODY MAY BE IMPENETRABLE--BUT I GATHER YOUR ANTENNAE HAVE LOTS OF SENSITIVE NERVE ENDINGS!
WHAM
I LOVE IT WHEN I'M RIGHT!
CHOMP
AEEEE!

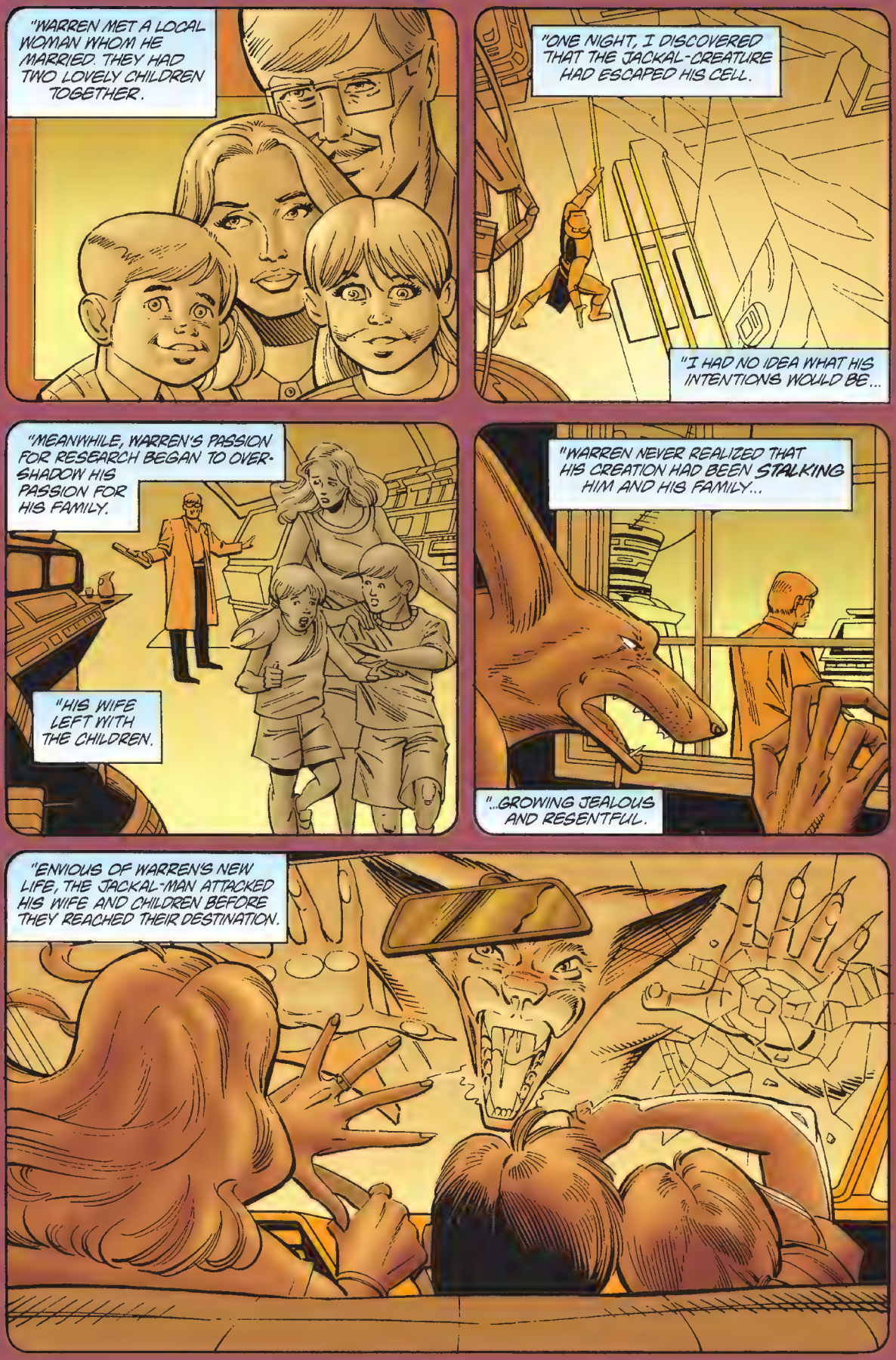
HU-MAN MOCKERY--
--YOU HAVE NO RIGHT TO MESS WITH THE LORD HIGH'S PLAN FOR WORLD EVOLUTION.
YOU KISS YOUR MOTHER WITH THAT MOUTH?
THBBP
SORRY, "CHARLOTTE"--I'VE GOT MY OWN PATENTED WEBBING.
THIS BRAND'S CALLED IMPACT WEBBING, AND IT'S GOING TO GUNK UP YOUR MASTER'S PRECIOUS WORKS AS SOON AS IT MAKES--
THWIP
--CONTACT?
I CANNOT ALLOW THAT.
BLOOP


STOP THIS.
NOW!
;ULP ; THE HIGH EVOLUTIONARY, I PRESUME ?
FORGIVE US, MASTER. WE DIDN'T MEAN TO DISTURB YOU.
WE'LL MOP UP THESE TURNCOATS QUIETLY. YOU CAN GO BACK TO YOUR BUSINESS.

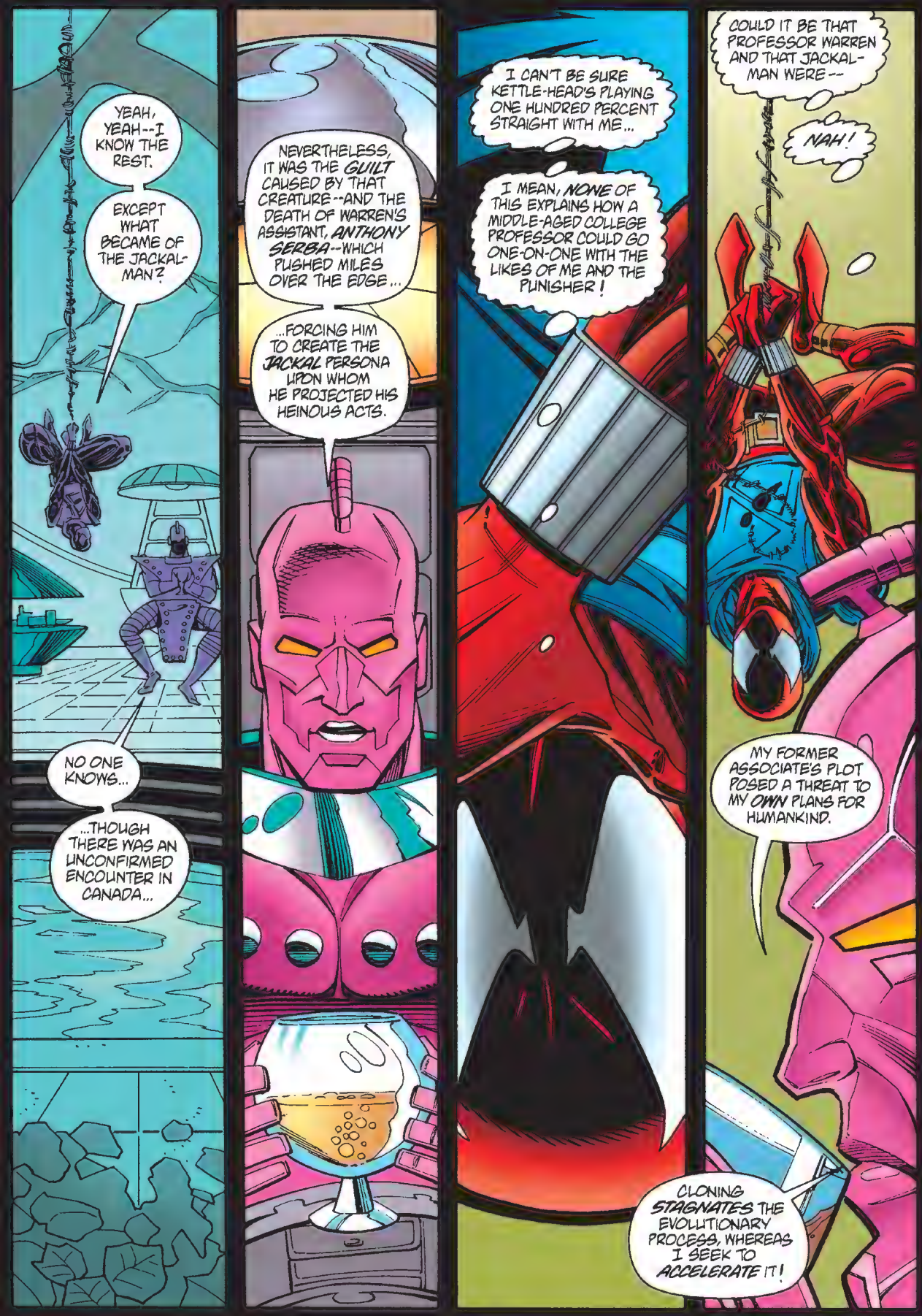
NO! HE WON'T BE CONDUCTING ANY MORE BUSINESS TODAY--OR EVER!
I GROW WEARY OF YOUR CONSTANT YELPING, ANUBIA--
--YOUR VOICE WAS LESS ANNOYING IN YOUR PRE-EVOLVED STATE!
AIIEE!
YIP!
KLONG
YOU MONSTER! GIVE HER BACK HER IDENTITY BEFORE I--
OW.
BE THANKFUL I DO NOT DEVOLVE YOU INTO A CREATURE LIKE SPINNERET.
I HAVE HAD ENOUGH OF THIS MADNESS. WE SHALL SETTLE THIS ELSEWHERE --MAN-TO-MAN!

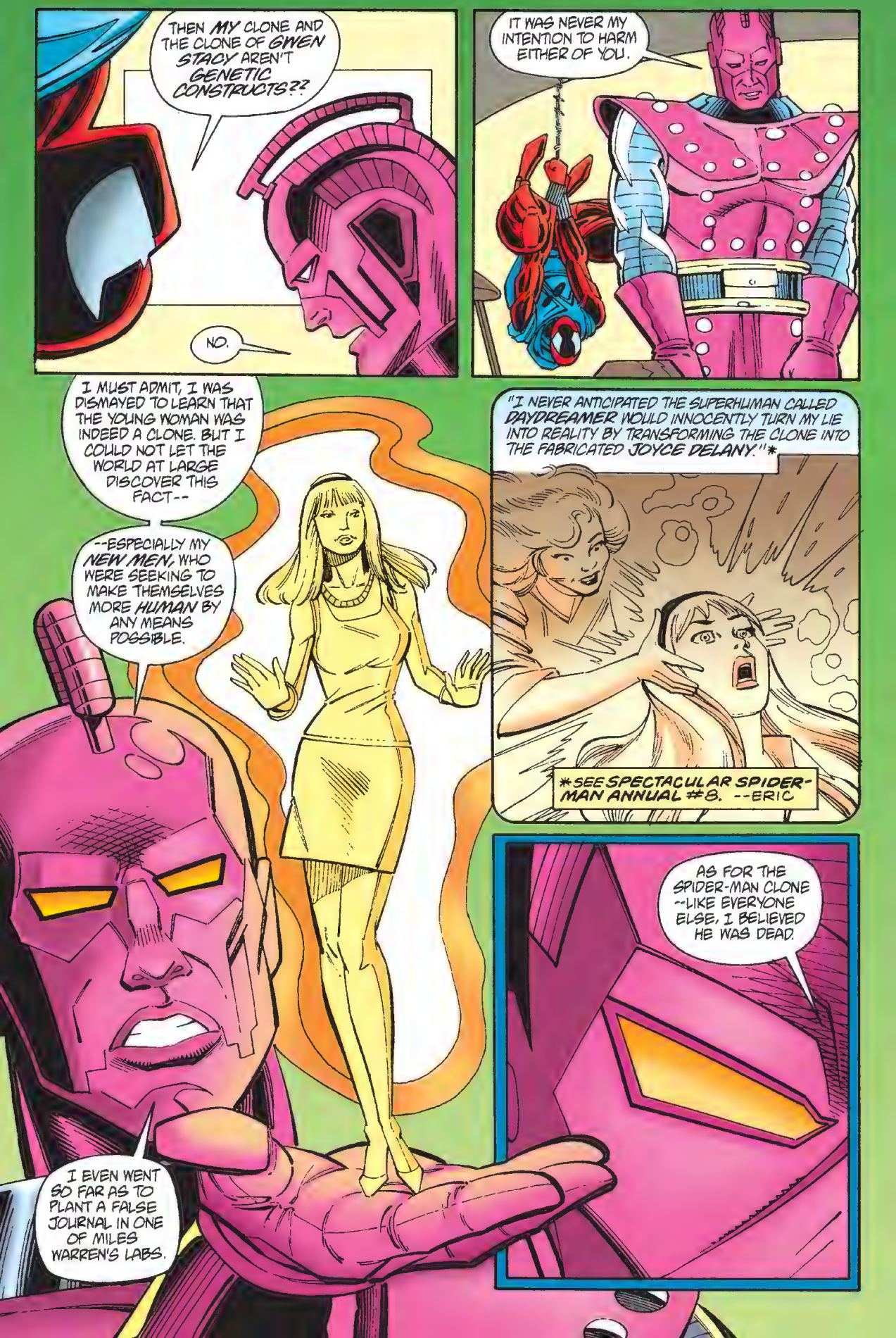

WELCOME TO MY READY-ROOM, SPIDER-MAN.
SCARLET SPIDER. HEY, HOW'D YOU DO THAT?!
MY LAB IS EQUIPPED WITH A SPATIAL DISTORTION DEVICE THAT MAKES TELEPORTATION A SIMPLE MATTER.
IT SEEMS WE ARE BOTH VICTIMS OF THE JACKAL'S TREACHERY, AND ESSENTIALLY ON THE SAME SIDE.
SHEESH! WHEN I WORE THE SPIDEY SUIT, I USUALLY MIXED IT UP WITH STREET-LEVEL GOONS WITH DELUSIONS OF GRANDEUR.
BUT SOMEONE WHO SINGLEHANDEDLY INTENDS TO EVOLVE THE WHOLE HUMAN RACE? MY COUNTER-PART LEFT SOME PRETTY BIG BOOTS TO FILL!
TALK, TIN-MAN. WHAT'S YOUR STORY?
YES. YOU OF ALL PEOPLE HAVE THE RIGHT TO KNOW.
FOR EVERYTHING THAT TRANSPIRES THIS DAY, AS WELL AS EVERY-THING THAT HAS HAPPENED TO YOU THESE PAST FIVE YEARS, I MUST ASSUME FULL RESPONSIBILITY.
BECAUSE, YOU SEE, I CREATED THE JACKAL!

:SIGH: I GUESS WHEN YOU'RE IN STORYBOOK LAND, YOU GET TO HEAR A LOT OF STORIES!
I ASSUME ANUBIA TOLD YOU EVERYTHING SHE BELIEVES TO BE THE TRUTH. I SHALL TRY NOT TO BE REDUNDANT...
"...YEARS AGO, MY RESEARCH ASSISTANT, MILES WARREN, AND I WORKED FEVERISHLY ON EVOLVING ANIMALS INTO SENTIENT BIPEDS.
"ONE SUBJECT THAT ATTRACTED WARREN'S ATTENTION WAS A PARTICULAR JACKAL.
"WITHOUT MY CONSENT, HE USED MY TECHNOLOGY TO EVOLVE HIM TO A NEAR-HUMAN APPEARANCE.
"UNFORTUNATELY, IT MANIFESTED A SAVAGE JEKYLL AND HYDE PERSONALITY.
"THOUGH IT POSSESSED A SIGNIFICANTLY HIGH I.Q., THE NEW MAN WOULD SNEAK INTO THE NEARBY FARMS AT NIGHT AND SLAUGHTER THE ANIMALS.
"THE LOCAL TOWNSPEOPLE WOULD ORGANIZE HUNTS FOR THE CREATURE, AFTER CLOSING IN ON MY OPERATIONS.
"LEARNING OF MY ASSISTANT'S UNAUTHORIZED EXPERIMENT, I BANISHED MILES WARREN FROM WUNDAGORE.


"WARREN MET A LOCAL WOMAN WHOM HE MARRIED. THEY HAD TWO LOVELY CHILDREN TOGETHER.
"ONE NIGHT, I DISCOVERED THAT THE JACKAL-CREATURE HAD ESCAPED HIS CELL.
"I HAD NO IDEA WHAT HIS INTENTIONS WOULD BE...
"MEANWHILE, WARREN'S PASSION FOR RESEARCH BEGAN TO OVER-SHADOW HIS PASSION FOR HIS FAMILY.
"HIS WIFE LEFT WITH THE CHILDREN.
"WARREN NEVER REALIZED THAT HIS CREATION HAD BEEN STALKING HIM AND HIS FAMILY...
"...GROWING JEALOUS AND RESENTFUL.
"ENVIOUS OF WARREN'S NEW LIFE, THE JACKAL-MAN ATTACKED HIS WIFE AND CHILDREN BEFORE THEY REACHED THEIR DESTINATION.

"THE AUTHORITIES NOTIFIED WARREN ABOUT THE 'ACCIDENT,' CLAIMING IT HAD BEEN CAUSED BY SOME SORT OF WILD ANIMAL.
"BUT WARREN REALIZED THE TRUTH--HIS PAST HAD COME BACK TO HAUNT HIM.
"BLAMING ME FOR THE DEATH OF HIS FAMILY, MILES WARREN RETURNED TO WUNDAGORE...
"...AND CHALLENGED MY AUTHORITY OVER THE NEW MEN.
"PROMISING TO MAKE THEM HUMAN, WARREN LED A FACTION OF MY NEW MEN OUT OF WUNDAGORE."

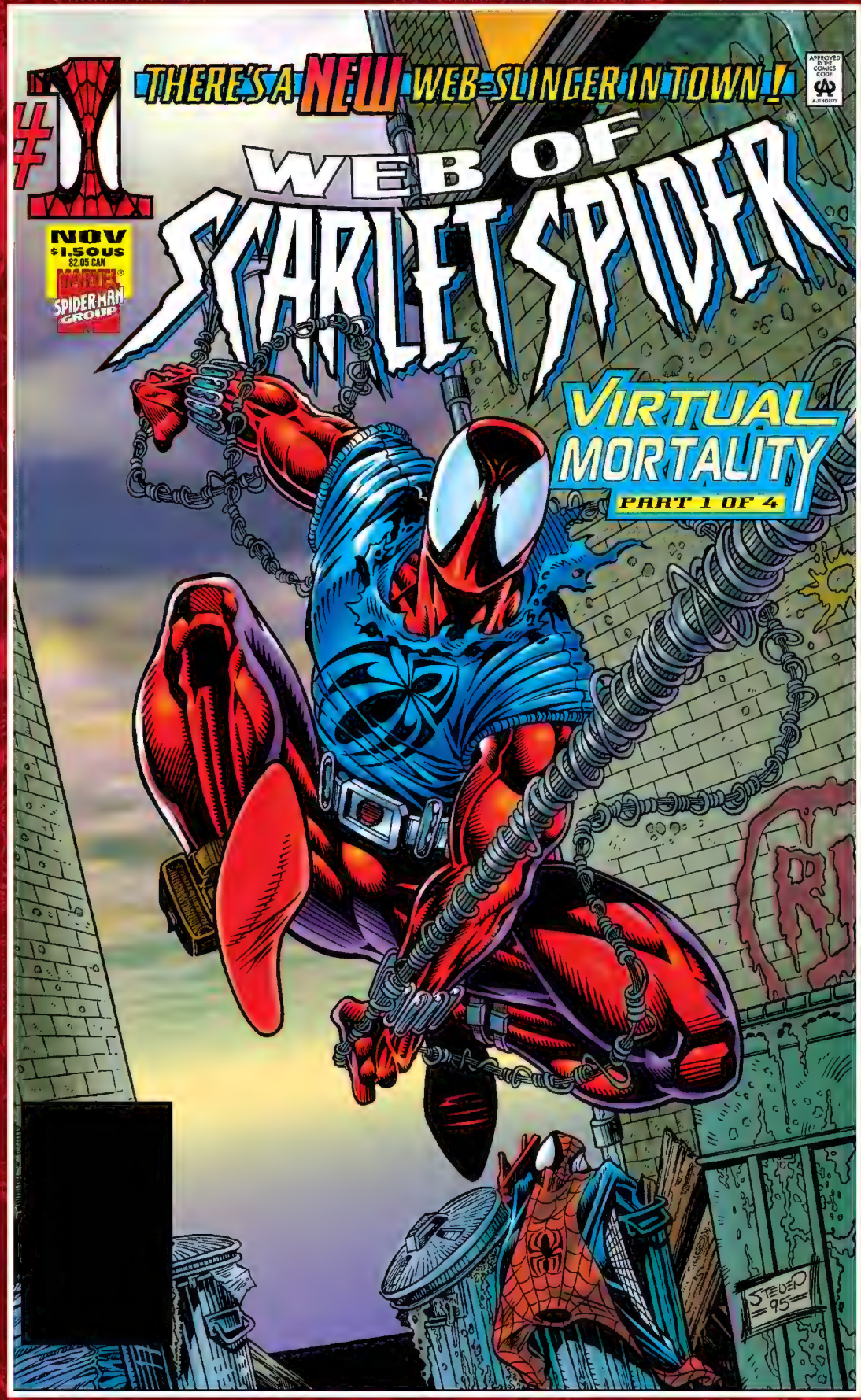

YEAH, YEAH--I KNOW THE REST.
EXCEPT WHAT BECAME OF THE JACKAL-MAN?
NO ONE KNOWS...
...THOUGH THERE WAS AN UNCONFIRMED ENCOUNTER IN CANADA...
NEVERTHELESS, IT WAS THE GUILT CAUSED BY THAT CREATURE--AND THE DEATH OF WARREN'S ASSISTANT, ANTHONY SERBA--WHICH PUSHED MILES OVER THE EDGE...
...FORCING HIM TO CREATE THE JACKAL PERSONA UPON WHOM HE PROJECTED HIS HEINOUS ACTS.
I CAN'T BE SURE KETTLE-HEAD'S PLAYING ONE HUNDRED PERCENT STRAIGHT WITH ME...
I MEAN, NONE OF THIS EXPLAINS HOW A MIDDLE-AGED COLLEGE PROFESSOR COULD GO ONE-ON-ONE WITH THE LIKES OF ME AND THE PUNISHER!
COULD IT BE THAT PROFESSOR WARREN AND THAT JACKAL-MAN WERE--
NAH!
MY FORMER ASSOCIATE'S PLOT POSED A THREAT TO MY OWN PLANS FOR HUMANKIND.
CLONING STAGNATES THE EVOLUTIONARY PROCESS, WHEREAS I SEEK TO ACCELERATE IT!


THEN MY CLONE AND THE CLONE OF GWEN STACY AREN'T GENETIC CONSTRUCTS??
NO.
IT WAS NEVER MY INTENTION TO HARM EITHER OF YOU.
I MUST ADMIT, I WAS DISMAYED TO LEARN THAT THE YOUNG WOMAN WAS INDEED A CLONE. BUT I COULD NOT LET THE WORLD AT LARGE DISCOVER THIS FACT--
--ESPECIALLY MY NEW MEN, WHO WERE SEEKING TO MAKE THEMSELVES MORE HUMAN BY ANY MEANS POSSIBLE.
"I NEVER ANTICIPATED THE SUPERHUMAN CALLED DAYDREAMER WOULD INNOCENTLY TURN MY LIE INTO REALITY BY TRANSFORMING THE CLONE INTO THE FABRICATED JOYCE DELANY."*
*SEE SPECTACULAR SPIDER-MAN ANNUAL #8. --ERIC
AS FOR THE SPIDER-MAN CLONE --LIKE EVERYONE ELSE, I BELIEVED HE WAS DEAD.
I EVEN WENT SO FAR AS TO PLANT A FALSE JOURNAL IN ONE OF MILES WARREN'S LABS.

NOW I REALIZE THE HARM MY CHARADE HAS CAUSED, WHICH IS WHY I CHOSE TO SET THE RECORD STRAIGHT WITH YOU.
YOU SHOULD SET THE RECORD STRAIGHT WITH THE NEW MEN!
INDEED.
BEHOLD, I TURN MY BACK FOR ONE INSTANT, AND THEY ARE BICKERING LIKE CHILDREN AGAIN.
BUT ISN'T THAT WHAT THEY ARE--YOUR CHILDREN?
YOU ARE OBSERVANT, SCARLET SPIDER--
--AND AS CHILDREN, THEY MUST BE ENLIGHTENED, NOT PUNISHED.
WELCOME BACK, ANUBIA. NEW MEN--I BID YOU ALL LISTEN TO OUR CRIMSON CALLER!
I'VE LEARNED THAT THE JACKAL DID INDEED PERFECT THE ART OF CLONING.
BUT--HE ALSO KILLED THE POPULATION OF AN ENTIRE TOWN SO THAT HE COULD REPLACE THEM WITH MENTALLY ENSLAVED CLONES!
IT IS NOT YOUR GENETIC DESTINY TO BECOME HUMAN! YOU MUST TAKE PRIDE AS A RACE EVERY BIT THE EQUAL OF HUMANKIND!

NOW OUR GUEST MUST RETURN TO HIS WORLD AS WE BEGIN TO REBUILD OUR LIVES-- TOGETHER.
SOUNDS GOOD TO ME.
BUT I'LL BE WATCHING OUT FOR YOU! IN SEEKING TO CONTROL EVOLUTION YOU SEEK TO CONTROL HUMANITY, JUST LIKE WARREN DID--!
GOOD RIDDANCE TO BAD RUBBISH.
HEY, BOSS! WHAT'S THIS...?
NO!
THWAM
YUMMY.
YUCK!
MASTER, ARE YOU LAUGHING AT US?
KOMODO --CALL ME HERBERT.

AT THAT MOMENT, HALF A WORLD AWAY...
BE IT EVER SO HUMBLE...
RAVEN!
Uhhh, WHA--?
C'MON, JACOB, WAKE UP! THE DANGER'S OVER!
NO!
LOOK!!
KAINE IS MISSING!
THE END? NOT BY A LONG SHOT! LOOK FOR MORE ABOUT KAINE IN THE NEAR FUTURE, AND JOIN US NEXT ISSUE WHEN THE NEW SPIDER-MAN MEETS THE BLACK CAT!



WEB OF SCARLET SPIDER #1 NEWSTAND-EDITION COVER

DON'T YOU GUYS HAVE ROOKS YOU SHOULD BE UNDER?
OH, MAN, SKUDS--LOOK WHO'S SWINGING DOWN AT US--
--IT'S SPIDER-MAN!
CHIK!
EEK?

Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: THE SCARLET SPIDER!

VIRTUAL MORTALITY PART ONE

THERE'S A NEW SPIDER IN TOWN

BROUGHT TO YOU BY

TOM DEFALCO
PLOT
TODD DEZAGO
SCRIPT
PARIS KARounos
PENCILS
RANDY EMBERLIN
INKS
STEVE DUTRO
LETTERS
KEVIN TINSLEY
COLORS
ERIC FEIN
EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF
MALIBU
COMPUTER COLOR

HEY, WAIT A MINUTE--

ALLEY--

--OOP!

SKRASH

--THAT AIN'T SPIDER-MAN!

IT'S THAT RED SPIDER GUY! HE'S JUST SOME SPIDER-MAN WANNABE!

YOU'RE RIGHT, I'M **NOT** SPIDER-MAN...

...BUT WHEN I GET DONE WITH YOU, YOU'RE GONNA WISH IT **WAS** SPIDER-MAN THAT CAUGHT YOU!

WAM

BIG TALK..C'MON, YOU WASTE! YOU DON'T SCARE--
--HUH?
THWIT
THWUP
THWIP
OH, MAN! YOU KILLED HIM, MAN! YOU KILLED SKUDS!
YOU JUS' SHOT 'IM, 'AN--
AIEE!
WELL, THE IMPACT WEBBING HAS THE ONE GUY TIED UP--
--WHILE THAT STINGER WILL HAVE "SKUDS" SLEEPING LIKE A BABY 'TIL THE COPS GET HERE.
AND THEY THOUGHT THEY WERE DEALING WITH SOME AMATEUR...
SORRY, PAL, BUT THAT'S ONE STORY THAT'S SO CONVOLUTED... I'M NOT EVEN SURE THAT I BELIEVE IT.
WAIT! WAIT! WHO ARE YOU? WHAT'S YOUR NAME? WHAT DO I TELL THE POLICE? THE TABLOIDS? MY FRIENDS?

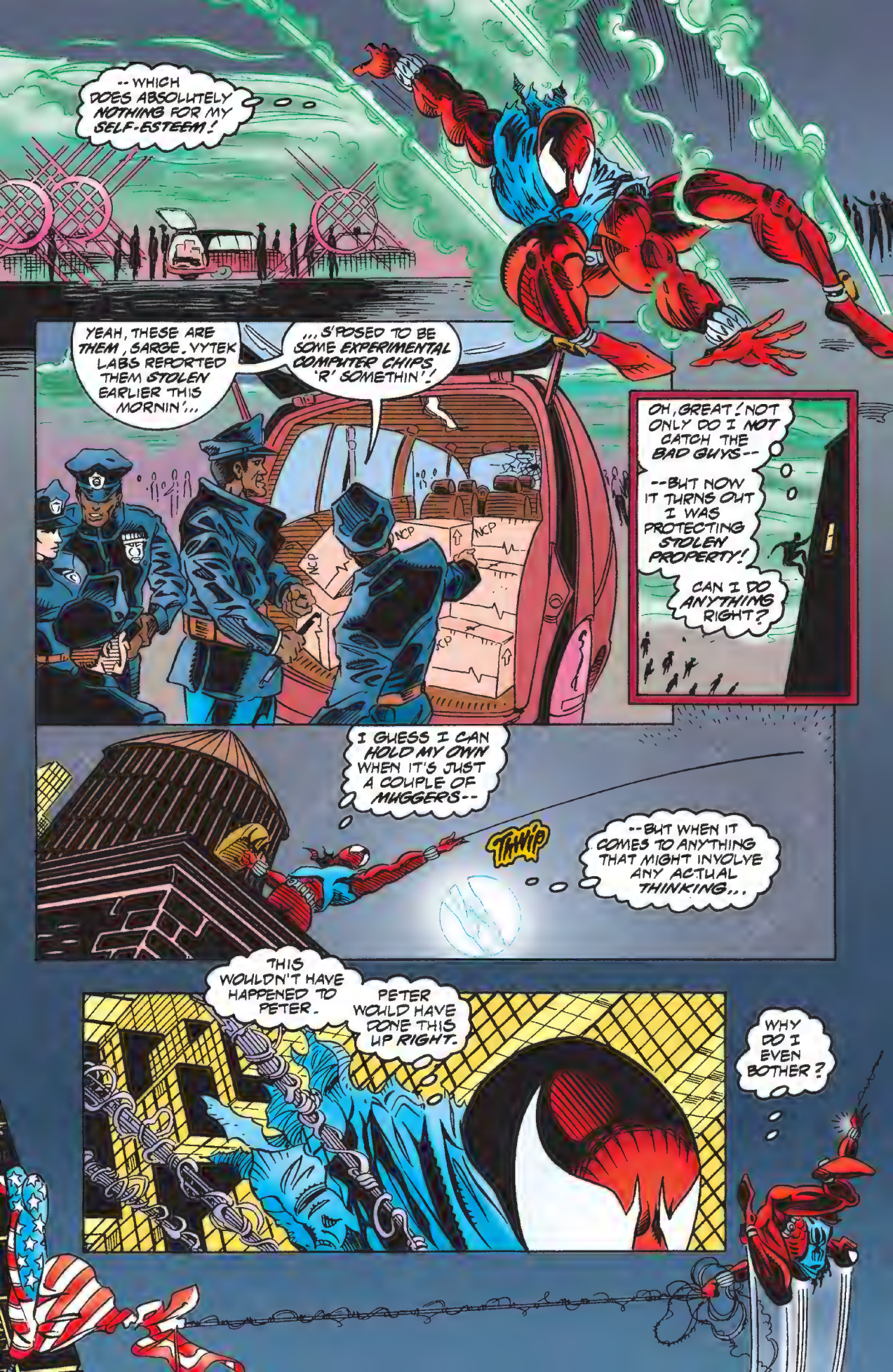
THAT FIVE YEARS AGO, THE JACKAL CLONED YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN--
--THAT, BELIEVING I WAS THAT CLONE, I HIT THE ROAD, CHANGING MY NAME TO BEN REILLY--
--THAT PETER PARKER CONTINUED TO BE SPIDER-MAN-- MARRYING MARY JANE-- HAVING A LIFE--
--THAT WHEN I RETURNED, FIVE YEARS LATER, TO BATTLE THE JACKAL WITH PETER, WE FOUND THAT WE HAD BEEN WRONG ALL ALONG...
...THAT I WAS THE ORIGINAL
--THAT I AM PETER PARKER!
AND NOW PETER'S HUNG UP HIS WEBS--GONE OFF WITH MARY JANE TO RAISE THEIR FAMILY--LEAVING ME TO BE--
--SPIDER-SENSE?!
BUZZING LIKE A BEEHIVE-- HAVE TO GRAB SOME COVER!
BUT, THE QUESTION IS, WAS MY SPIDER-SENSE WARNING ME THAT I WAS ABOUT TO BE SCOPED OUT...?
OR THAT THAT HELICOPTER IS UP TO SOMETHING SCREWY?
WHUPWHUPWHUPWHUP

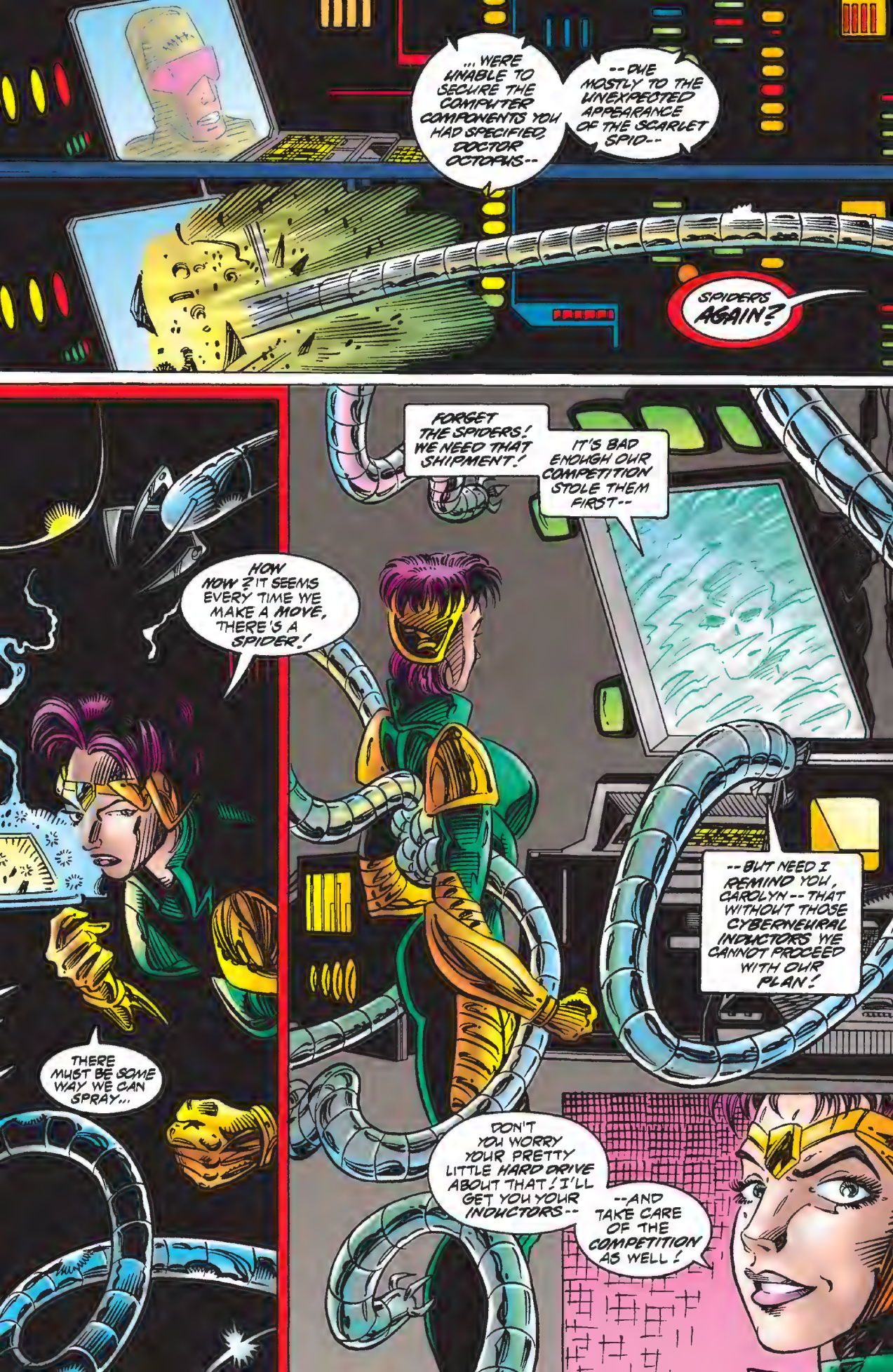
AND AS THE HELICOPTER IN QUESTION CONTINUES ITS DESCENT INTO THESE CANYONS OF STEEL AND GLASS--
--IT SOON BECOMES APPARENT THAT IT HAS A DECIDEDLY SPECIFIC AGENDA!
DRIVE, ORLANDO, DRIVE!
WHADDAYA THINK I'M DOIN', YA MORON?
THUNK
@#$%&!
THEY'RE ON US!
pak pak pak pak

NOW THIS IS JUST A GUESS ON MY PART, BUT--
--YOU GUYS AREN'T SHOOTING THE NEW JACKIE CHAN FILM, ARE YOU?
HUH?
I DIDN'T THINK SO... MOSTLY 'CAUSE I DON'T SEE JACKIE!
NOW I CAN TAKE THIS GUY OUT WITH A LITTLE SPIDERY KICK, AND--
--WHOA!
SPIDER-SENSE WARNING ME AWAY FROM THAT--
--TELLING ME NOT TO KICK HIM!
BUT WHY?
PULL OVER, ORLANDO! WE GOTTA DITCH THE VAN!
THE BOSS DON'T WANT THIS STUFF THAT BAD--AN' HE DON'T WANT US GOIN' DOWN WITH IT!
OKAY, VIC, OKAY! COOL OUT!

OKAY, IF I CAN'T HIT HIM--
THWIP
--MAYBE I CAN MAKE AN IMPACT SOME OTHER WAY!
KRAKK
THWIP
HUH? THAT'S WHY MY SPIDER-SENSE WOULDN'T LET ME KICK HIM--
--HIS COSTUME'S RIGGED TO TURN HIM INTO A HUMAN SMOKE-BOMB ON CONTACT...
...AND MY IMPACT WEBBING SET IT OFF ANYWAY... GREAT!
SMOKE'S GETTING THICK!
HAVE TO GET THE PASSENGERS OUT OF THE VAN WHILE I CAN STILL SEE IT!
SUBWAY

OR NOT! THOSE GUYS ARE WASTING NO TIME GETTING OUTTA DODGE!
CAN'T SEE--I'M LEAPING BLIND!
BUT I THINK I CAN JUDGE RIGHT ABOUT WHERE THE GONDOLA--
--WAS?!
MISSED IT--
THE CLOUD'S LIFTING! MEANING THEY'RE PROBABLY HOISTING THE GONDOLA BACK UP TO THE 'COPTER!
BUT I CAN'T JUST LET "SMOKEY" AND HIS PALS GET AWAY!


-- WHICH DOES ABSOLUTELY NOTHING FOR MY SELF-ESTEEM!
YEAH, THESE ARE THEM, SARGE. VYTEK LABS REPORTED THEM STOLEN EARLIER THIS MORNIN'...
...S'POSED TO BE SOME EXPERIMENTAL COMPUTER CHIPS 'R' SOMETHIN'!
NCP
OH, GREAT! NOT ONLY DO I NOT CATCH THE BAD GUYS--
--BUT NOW IT TURNS OUT I WAS PROTECTING STOLEN PROPERTY!
CAN I DO ANYTHING RIGHT?
I GUESS I CAN HOLD MY OWN WHEN IT'S JUST A COUPLE OF MUGGERS--
THWIP
--BUT WHEN IT COMES TO ANYTHING THAT MIGHT INVOLVE ANY ACTUAL THINKING...
THIS WOULDN'T HAVE HAPPENED TO PETER.
PETER WOULD HAVE DONE THIS UP RIGHT.
WHY DO I EVEN BOTHER?


...WERE UNABLE TO SECURE THE COMPUTER COMPONENTS YOU HAD SPECIFIED, DOCTOR OCTOPUS--
--DUE MOSTLY TO THE UNEXPECTED APPEARANCE OF THE SCARLET SPID--
SPIDERS AGAIN?
FORGET THE SPIDERS! WE NEED THAT SHIPMENT!
IT'S BAD ENOUGH OUR COMPETITION STOLE THEM FIRST--
HOW NOW? IT SEEMS EVERY TIME WE MAKE A MOVE, THERE'S A SPIDER!
--BUT NEED I REMIND YOU, CAROLYN -- THAT WITHOUT THOSE CYBERNEURAL INDUCTORS WE CANNOT PROCEED WITH OUR PLAN!
THERE MUST BE SOME WAY WE CAN SPRAY...
DON'T YOU WORRY YOUR PRETTY LITTLE HARD DRIVE ABOUT THAT! I'LL GET YOU YOUR INDUCTORS--
--AND TAKE CARE OF THE COMPETITION AS WELL!

A SHORT TIME LATER...
... THE PENTHOUSE APARTMENT OF SEWARD TRAINER.
NOW, WHERE DID I PUT THAT?
I TELL YOU, SEWARD, I COULDN'T BE ANY DUMBER IF MY LAST NAME WAS GUMP!
WUMP
HERE, I THINK I'M GOING TO BE ABLE TO STEP RIGHT BACK INTO THE ROLE OF WEB-SLINGING GOOD GUY--
--THEN, RIGHT OUT OF THE STARTING GATE, I MESS EVERYTHING UP! IT'S LIKE I'M NOT SUPPOSED TO BE DOING THIS OR SOMETHING!
MAYBE YOU'RE NOT.
Y'KNOW, BEN, FIGHTING CRIME WAS PETER'S GAME--BUT YOU SHOULDN'T FEEL LIKE YOU HAVE TO DO IT.
NO ONE KNOWS BETTER THAN YOU, THAT YOU HAVE TO MAKE YOUR OWN WAY IN THE WORLD--FIND YOUR OWN PLACE.
WELL, UNTIL I DO FIND MY OWN PLACE, THANKS FOR LETTING ME CRASH HERE.
I'LL BE OUT OF HERE AS SOON AS I CAN FIND A JOB AND SCORE ENOUGH CASH TO--
HAVE YOU GIVEN ANY MORE THOUGHT TO WORKING WITH ME? WITH THE RESEARCH I'M WORKING ON NOW, YOU KNOW I COULD USE YOUR HELP.
...WHERE DID I HAVE IT LAST?
THANKS, ANYWAY, SEWARD -- BUT YOU SAID IT YOURSELF. I'VE GOT TO MAKE MY OWN WAY!
I'LL GET SOMETHING TEMPORARY TILL I CAN GET ON MY FEET FINANCIALLY! BUT, Y'KNOW...
...THERE IS SOMETHING YOU CAN DO FOR ME...
MAYBE I LEFT IT IN THE--
I FOUND IT! I FOUND IT! I KNEW IT WAS HERE SOMEWHERE! I--
SORRY, DID YOU SAY YOU NEEDED SOMETHING?

MEANWHILE...
I WILL NOT TOLERATE SUCH FAILURE, KANNOR!
I TAKE FULL RESPONSIBILITY, MR. TSO. IT WAS MY JOB TO STEAL THE COMPONENTS. I DIDN'T THINK WE'D RUN INTO THIS KIND OF TROUBLE!
IT'S NOT ORLANDO'S FAULT, MR. TSO!
HE COULDNA KNOWN WE'D BE HIJACKED--OR THAT WE'D RUN INTO THAT SCARLET SPIDER-GUY!
SMAKT
YOU'RE RIGHT, VIC! ORLANDO WAS MERELY THE MISSION'S PLANNER. BUT IT WAS YOU WHO WERE THERE TO PROVIDE SECURITY! SO, TECHNICALLY--
--THE FAILURE IS YOURS!
GENTLEMEN.
SNAP
BRAKKA BRAKKA BRAK
BRAKKA BRAKKA BRA
I NEVER LIKED YOU, VIC--
--YOU HAD POOR TASTE IN CLOTHES.

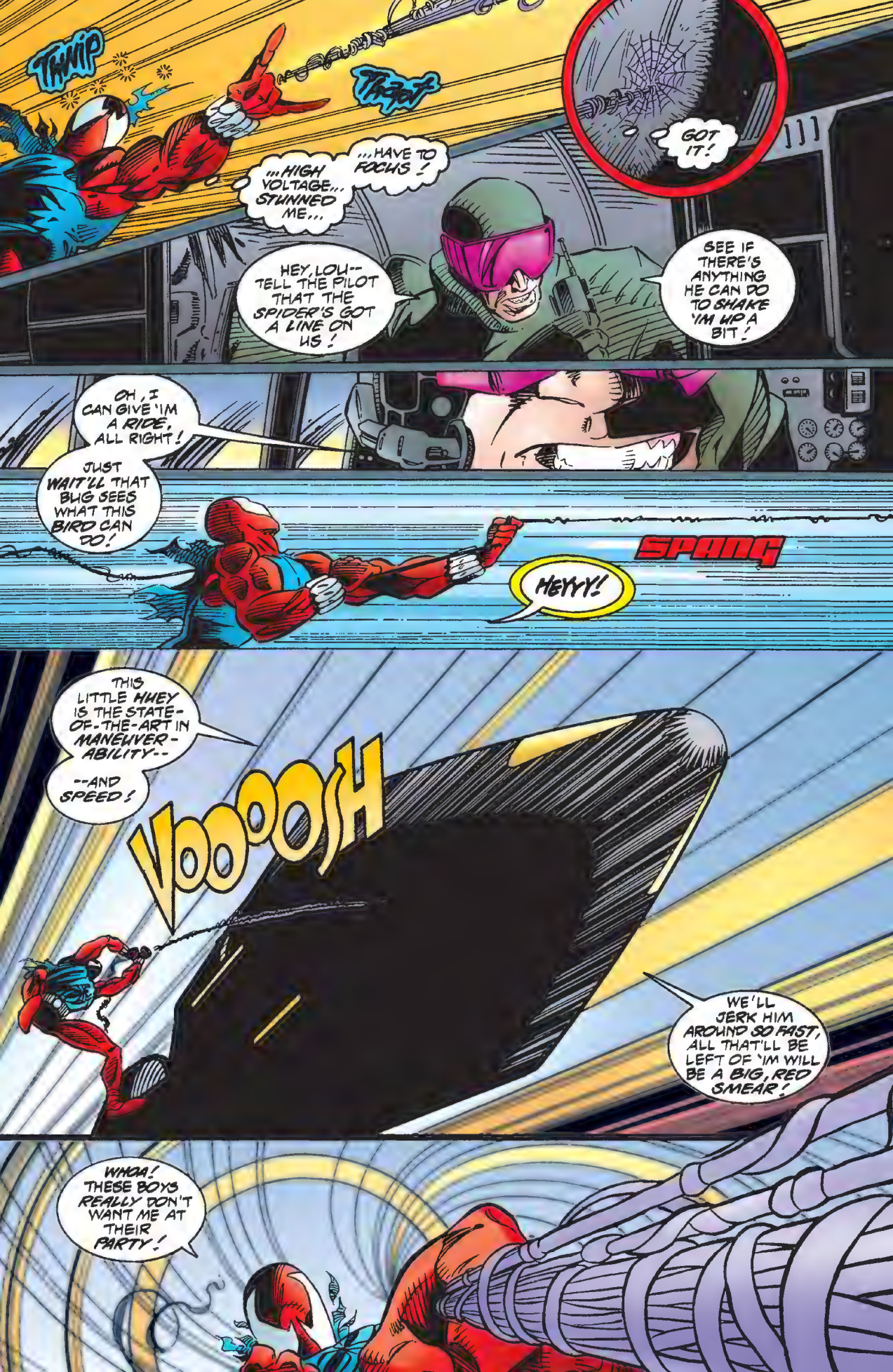
THE JOB SEARCH...
SORRY, PAL...
JOE'S GAS
SORRY, KID...
WE'D ONLY NEED HELP IF WE HAD ANY BUSINESS!
SORRY...
Tom's
THE CLUB NOIR, HUH? I'VE HEARD ABOUT THIS PLACE... VERY TRENDY... BUT, WHY NOT...
...THE WORST THEY CAN SAY IS NO...
NOIR
AND INSIDE...
...WHAT DO YOU MEAN, "NO!"?!
I'VE GOT PLENTY OF WAITING EXPERIENCE! JUST GIVE ME A CHANCE AND I'LL--
SORRY, DUDE--WITHOUT REFERENCES, I CAN'T EVEN LET YOU IN HERE TO EAT!
GO GET SOME, AND I'LL GIVE 'EM A LOOK.

HUH? SPIDER-SENSE TINGLING...
...THAT WAITRESS--TRIPPING...
WHOA!
Y'KNOW--
I CAN THINK OF ABOUT A HUNDRED EASIER WAYS--
--FOR YOU TO GET MY ATTENTION--
BUT I GUESS THAT ONE WORKED OUT OKAY!
OMIGOSH! HOW DID YOU DO THAT?
HEY, THAT WAS AMAZING! WEREN'T YOU IN THAT MOVIE, "COCKTAIL"?
GIVE HIM A CHANCE, JOEY--
--THE PLACE COULD USE SOME SPRUCING UP!
NAH--THAT WAS MY CL...UH... MY TWIN BROTHER! SO, DO I GET THE JOB?

SHORTLY THEREAFTER--
--AND SEVERAL BLOCKS SOUTH--
--IN THE PROCESS OF TRANSFERRING THE STOLEN COMPONENTS TO THE POLICE VAN.
"THEY'LL BE READY TO ROLL MOMENTARILY-- MOVE IN NOW!"
WHUP WHUP
HEY, HEADS UP, EVERYBODY!
LOOKS LIKE OUR COPTER-JOCKS ARE BACK!
WHAMP
WHAMP
KSSHHHH
BOY, TODAY MUST BE MY LUCKY DAY! NOT ONLY DO I LAND A JOB--
--BUT I GO OUT LOOKING FOR A HELICOPTER CARRYING A VAN--
--AND I FIND ONE!
THANKS FOR THE GAS-MASK, SEWARD.

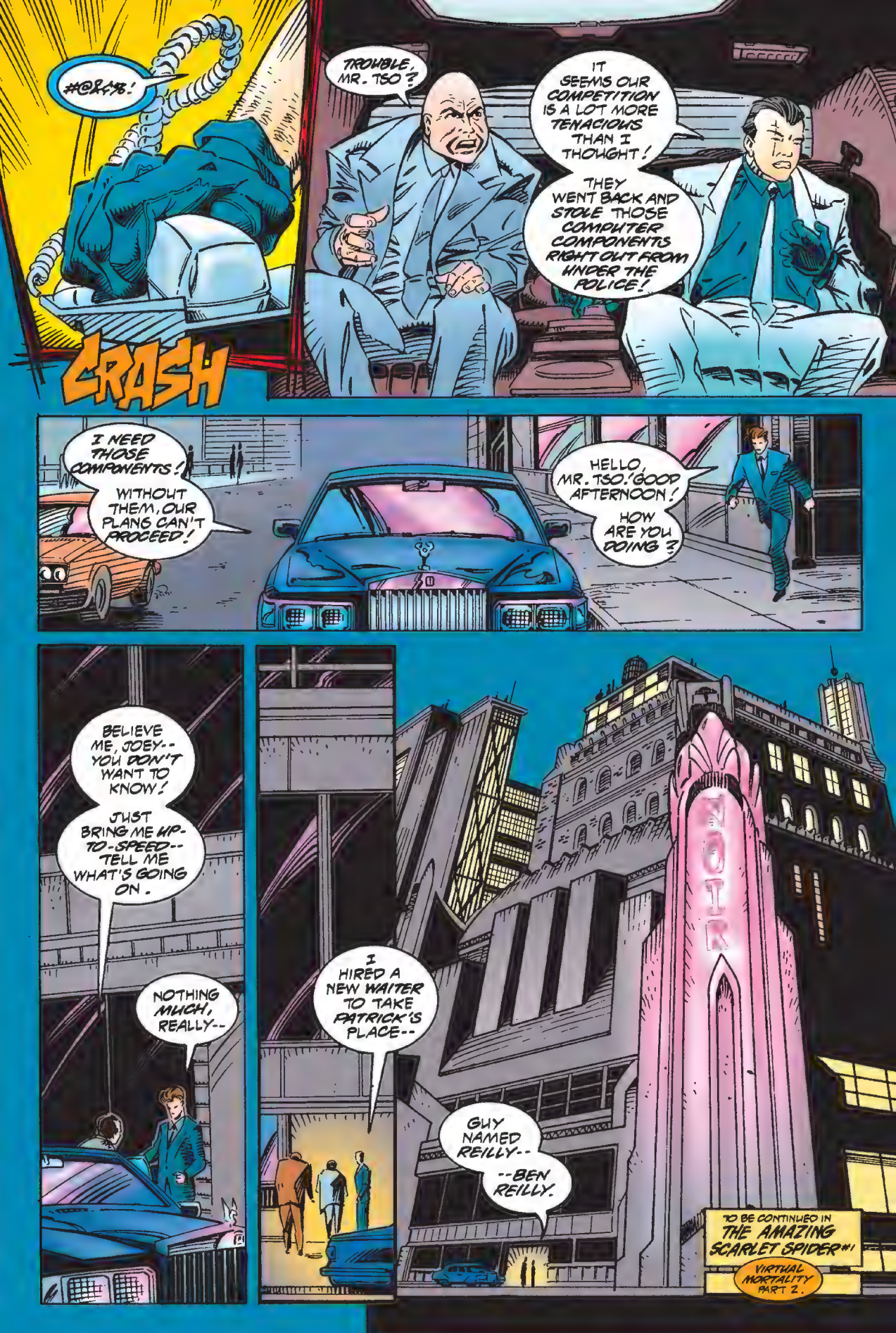
NOW, IF I CAN GET A LITTLE MOMENTUM--
--ANGLE--
AND I'M ON THE VAN--
--ALTITUDE--
--I'M IN THE HELICOPTER--
RRUNNCH
THOMP
--AND I'M READY TO KICK BUTT AND TAKE NAMES!

MY SPIDER-SENSE IS SINGING LIKE TONY BENNETT--
--BUT I'M READY FOR THEIR LITTLE GAS-RIGGED COSTUMES THIS TIME!
GZZAAAATT!
...SUITS RIGGED...
...ELECTRIC... SHOCK...!
GZZAATT
MAYBE WHAT YOU SHOULD HAVE PACKED--
THAT'S RIGHT, TOUGH GUY!
...YOU MEAN I...
...I BROUGHT MY...GAS-MASK...
...FOR NOTHING...?
--WAS A PARACHUTE!


THWIP
THWIP
...HIGH VOLTAGE... STUNNED ME...
...HAVE TO FOCUS!
GOT IT!
HEY, LOU-- TELL THE PILOT THAT THE SPIDER'S GOT A LINE ON US!
SEE IF THERE'S ANYTHING HE CAN DO TO SHAKE 'IM UP A BIT!
OH, I CAN GIVE 'IM A RIDE, ALL RIGHT!
JUST WAIT'LL THAT BUG SEES WHAT THIS BIRD CAN DO!
SPANG
HEYYY!
THIS LITTLE HUEY IS THE STATE-OF-THE-ART IN MANEUVER-ABILITY--
--AND SPEED!
VOOOOSH
WE'LL JERK HIM AROUND SO FAST, ALL THAT'LL BE LEFT OF 'IM WILL BE A BIG, RED SMEAR!
WHOA! THESE BOYS REALLY DON'T WANT ME AT THEIR PARTY!

UNFORTUNATELY, WHILE THEY'RE TRYING SO HARD TO LOSE ME--
--THEY'RE ABOUT TO PUT THE POLICE VAN THROUGH SOMEBODY'S 17TH FLOOR
WINDOW!
SHWIP
HOW'S HE HOLDIN' OUT?
STILL HANGIN' ON--
--BUT NOT FOR LONG, ONCE I WACK HIS WEB WITH A LITTLE LASER ACTION!
SPUNG
ZAK
OH, GREAT!
MAN, WHAT I WOULDN'T GIVE RIGHT NOW FOR A--
HEY, WAIT A MINUTE! I CAN DO THAT!

...32 FEET PER SECOND...
THWIP
THWIP
WHOOSH
NOT A BAD HANG-GLIDER IF I DO SAY SO MYSELF!
NOW IF I CAN JUST CATCH AN UPDRAFT, MAYBE I CAN--
NO SUCH LUCK! I'M GOING DOWN!
THWIP
ONLY HOPE I CAN WEB THESE UP IN TIME TO--
MADE IT!
SHWOOSH
COME ON! COME ON! ALL I NEED IS ENOUGH MOMENTUM TO--
SPOOSH
BLAST!
I'M GONNA GET THOSE GUYS!


#@%&*!
CRASH
TROUBLE, MR. TSO?
IT SEEMS OUR COMPETITION IS A LOT MORE TENACIOUS THAN I THOUGHT!
THEY WENT BACK AND STOLE THOSE COMPUTER COMPONENTS RIGHT OUT FROM UNDER THE POLICE!
I NEED THOSE COMPONENTS!
WITHOUT THEM, OUR PLANS CAN'T PROCEED!
HELLO, MR. TSO! GOOD AFTERNOON! HOW ARE YOU DOING?
BELIEVE ME, JOEY-- YOU DON'T WANT TO KNOW!
JUST BRING ME UP-TO-SPEED-- TELL ME WHAT'S GOING ON.
NOTHING MUCH, REALLY--
I HIRED A NEW WAITER TO TAKE PATRICK'S PLACE--
GUY NAMED REILLY--
--BEN REILLY.
NOIR
TO BE CONTINUED IN THE AMAZING SCARLET SPIDER #1
VIRTUAL MORTALITY PART 2.

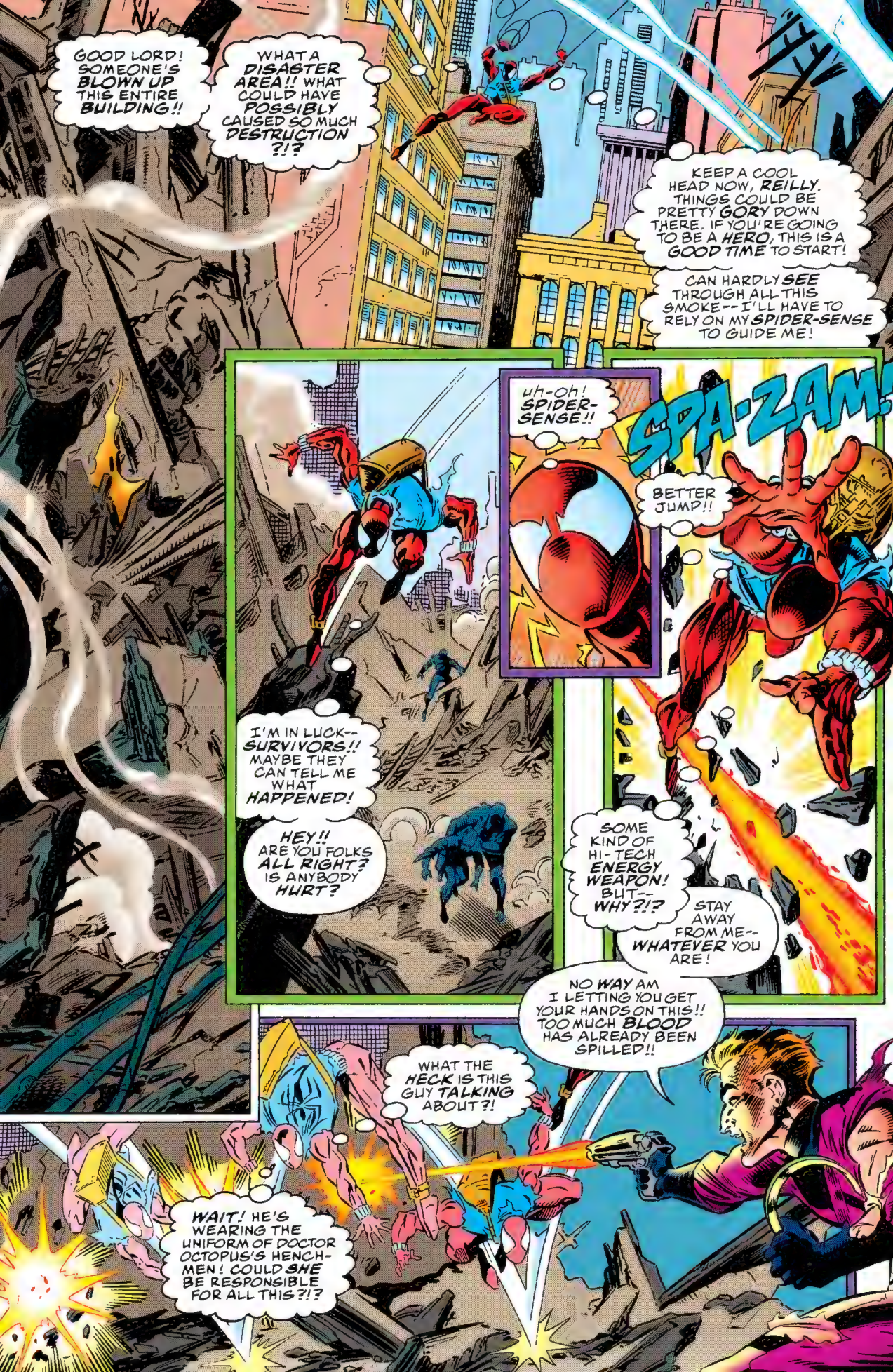
AMAZING SCARLET SPIDER #1 NEWSTAND-EDITION COVER

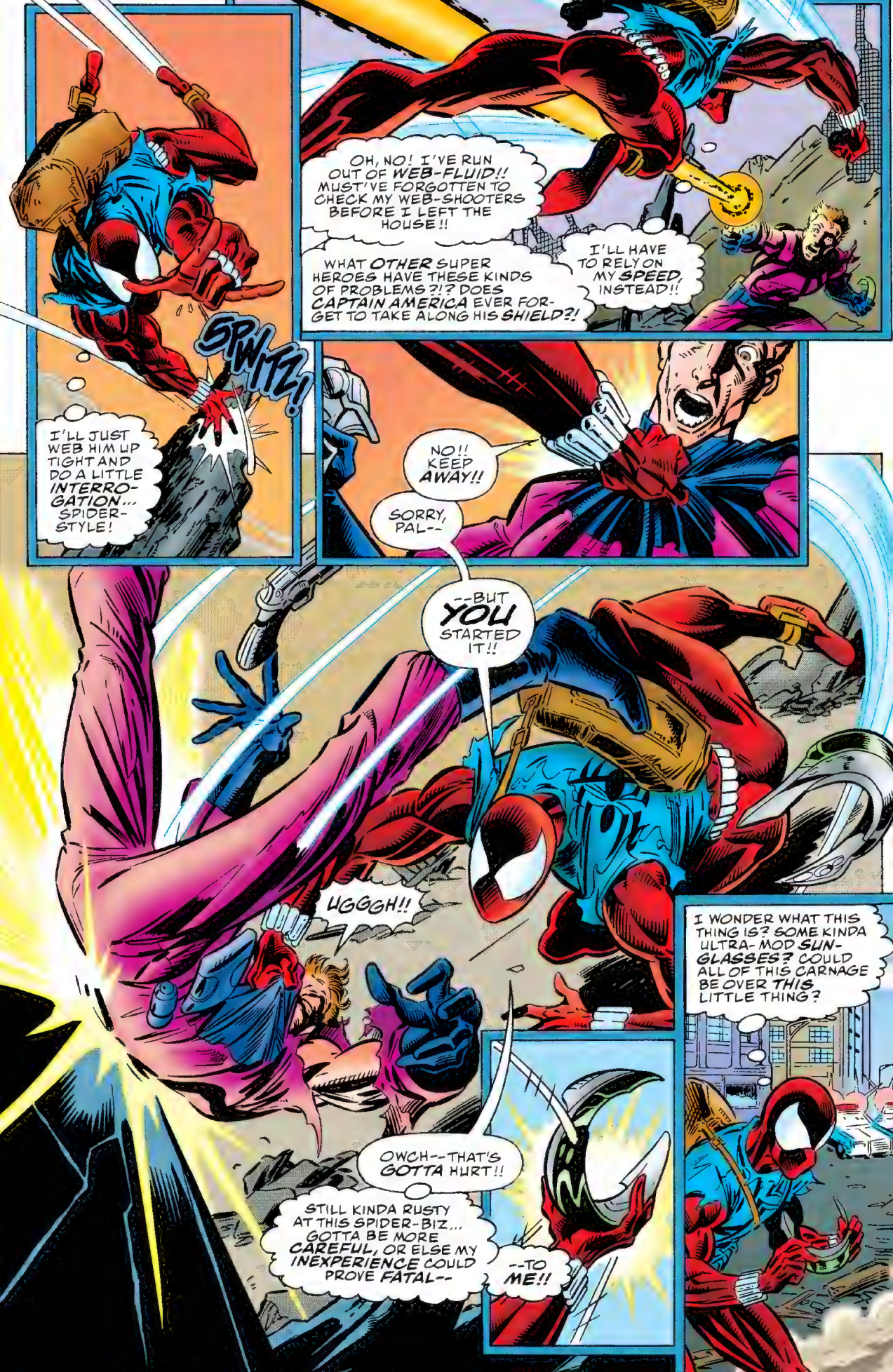
ONCE HE WAS **PETER PARKER,** A STUDENT WHO, AFTER BEING BITTEN BY A RADIOACTIVE SPIDER, BECAME THE **AMAZING SPIDER-MAN!** NOW, AFTER FIVE YEARS OF WANDERING AMERICA, BELIEVING HIMSELF TO BE A CLONE OF PARKER, HE HAS RETURNED AS **BEN REILLY,** AND IS READY TO RESUME HIS CRUSADE TO PROTECT THE INNOCENT AND BATTLE EVIL, IN A NEW COSTUMED IDENTITY...**STAN LEE PRESENTS: THE SCARLET SPIDER!**

THEY SAY IN NEW YORK CITY, YOU CAN GET ANYTHING YOU WANT.
MONEY, WEALTH, POWER... IT'S ALL THERE FOR THE TAKING.
ESPECIALLY IF YOU HAVE THE STRENGTH TO TAKE IT.
WHERE IS IT?? IT'S GOTTA BE HERE SOMEWHERE!!
KEEP LOOKING, ORLANDO! THE REINFORCEMENTS HAVE SHOWN UP--AND THEY'VE GOT BIGGER GUNS!!
BRAPT!
THEN KILL THEM AND BE QUICK ABOUT IT! JUST BE SURE YOU DON'T DAMAGE ANY OF THIS PRECIOUS TECHNOLOGY. WAIT...!
SUCCESS!! I'VE FOUND IT!!
THE NEW, EXPERIMENTAL VIRTUAL REALITY VISOR!!
MR. TSO WILL BE PLEASED-- VERY PLEASED, INDEED!!

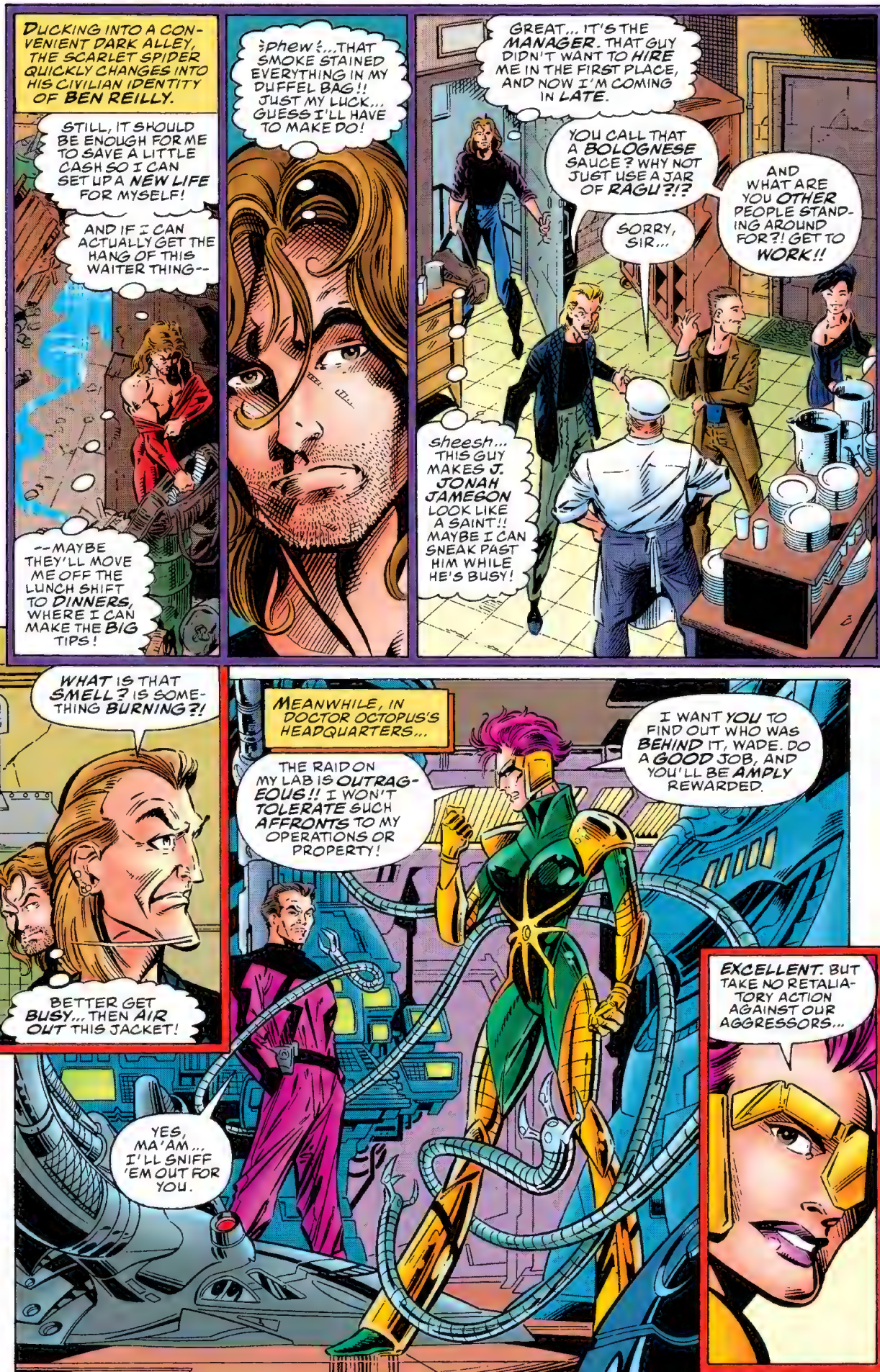
TEAM LEADER, REPORTING TO DOCTOR OCTOPUS FROM SATELLITE BASE GAMMA! WE NEED BACK-UP!!
THE INFILTRATORS HAVE GOT US PINNED DOWN! THEY'RE KILLING US!!
ARRGHH!
F-ZAM!
THAT IS NOT MY PRIMARY CONCERN, TEAM LEADER. MY WONDERFUL EQUIPMENT MUSTN'T FALL INTO THE HANDS OF MY COMPETITORS.
YOUR ATTACKERS ...ARE THEY PRESENT WITHIN THE LABORATORY ?
AFFIRMATIVE, DOCTOR!! REQUEST PERMISSION TO ABANDON THIS BASE-- IMMEDIATELY!!
NEGATIVE, TEAM LEADER. I PROTECT THAT WHICH IS MINE--
--AND I NEVER RUN FROM A FIGHT.
M-S DESTRUCT
KLIK!

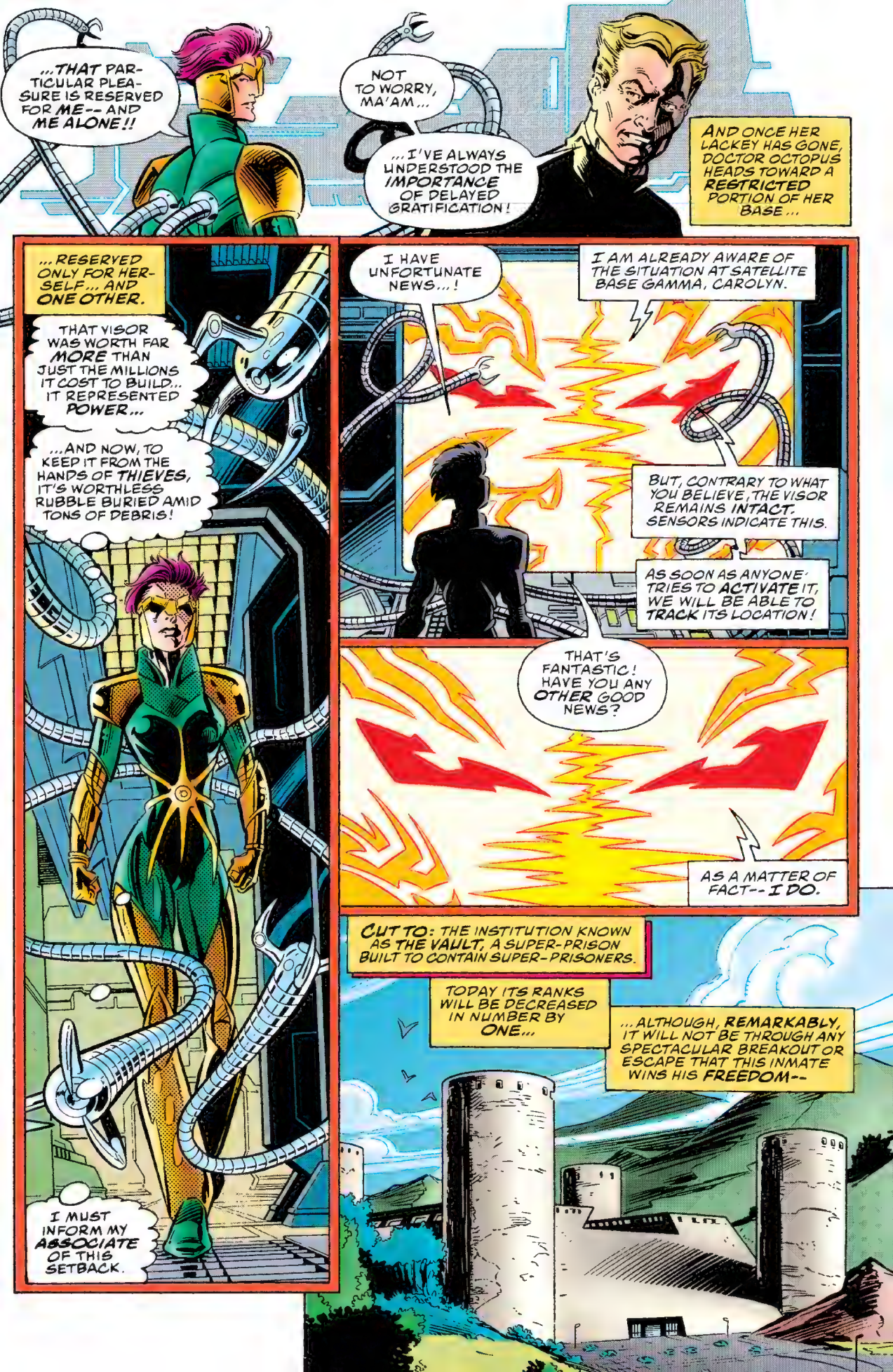
STAN LEE PRESENTS:
VIOLATED BY THE VIRTUAL
VIRTUAL MORTALITY ○ PART 2
TOM DeFALCO ○ plot MIKE LACKEY ○ script
MARK BAGLEY ○ pencils LARRY MAHLSTEDT ○ inks
BOB SHAREN ○ colors MALIBU COMPUTER COLOR ○ seps
BILL OAKLEY ○ letters BOB BUDIANSKY ○ editor in chief
IT'S STILL HARD TO BELIEVE THAT I'M REALLY THE CITY'S ONLY RESIDENT WEB-SWINGER.
TALK ABOUT A DREAM COME TRUE...! FOR FIVE LONG YEARS I'VE WAITED FOR THIS MOMENT TO COME-- BUT AM I READY FOR IT?!?
LET'S SEE... WORD HAS IT DOWN ON THE STREET THAT THE NEW DOCTOR OCTOPUS HAS A HIDEOUT SOMEWHERE IN THIS NEIGHBORHOOD.
I WONDER WHERE IT COULD BE?
KA-BWAM!

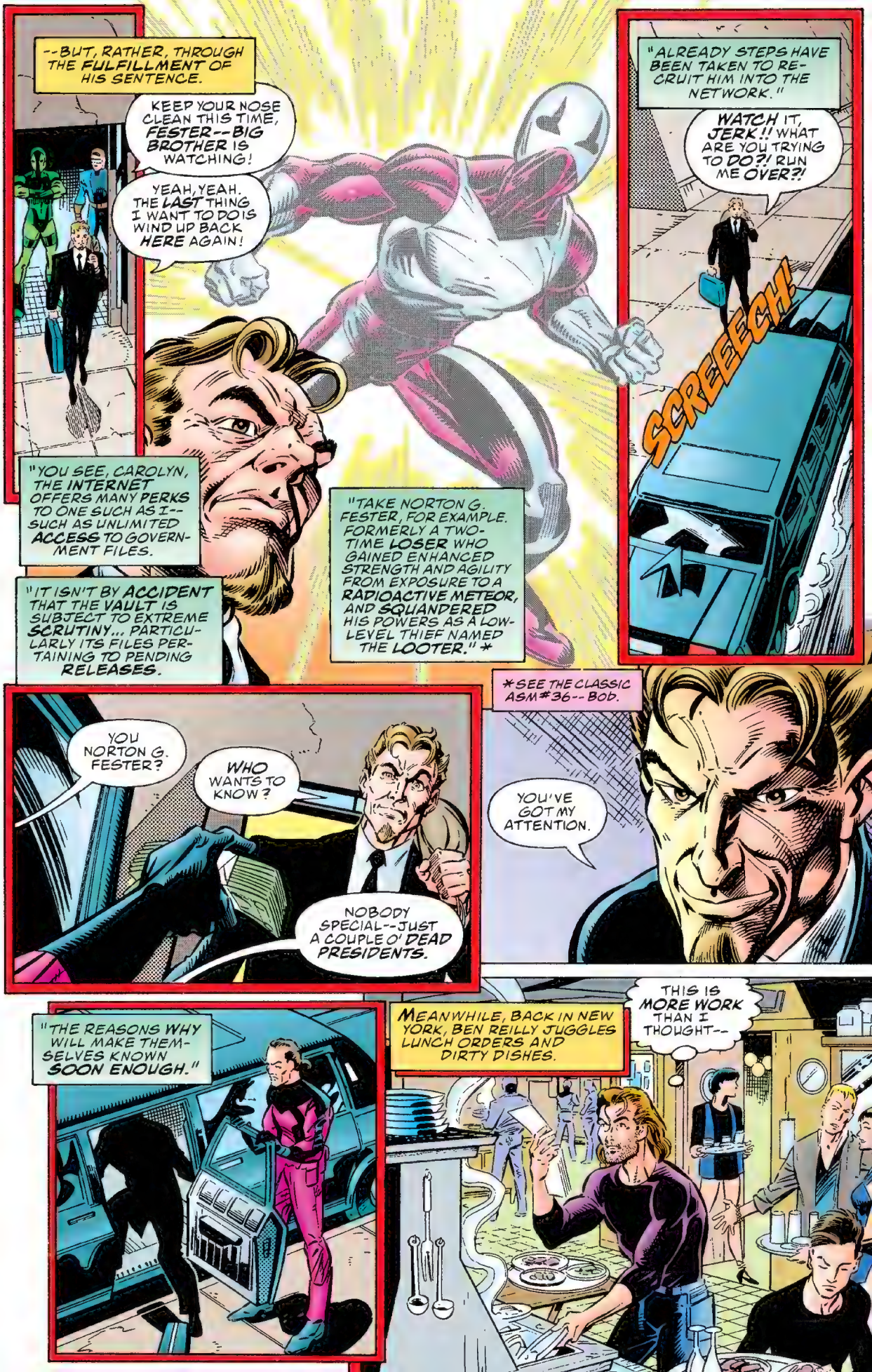

GOOD LORD! SOMEONE'S BLOWN UP THIS ENTIRE BUILDING!!
WHAT A DISASTER AREA!! WHAT COULD HAVE POSSIBLY CAUSED SO MUCH DESTRUCTION ?!?
KEEP A COOL HEAD NOW, REILLY. THINGS COULD BE PRETTY GORY DOWN THERE. IF YOU'RE GOING TO BE A HERO, THIS IS A GOOD TIME TO START!
CAN HARDLY SEE THROUGH ALL THIS SMOKE--I'LL HAVE TO RELY ON MY SPIDER-SENSE TO GUIDE ME!
uh-oh! SPIDER-SENSE!!
SPA-ZAM!
BETTER JUMP!!
I'M IN LUCK--SURVIVORS!! MAYBE THEY CAN TELL ME WHAT HAPPENED!
HEY!! ARE YOU FOLKS ALL RIGHT? IS ANYBODY HURT?
SOME KIND OF HI-TECH ENERGY WEAPON! BUT--WHY?!?
STAY AWAY FROM ME--WHATEVER YOU ARE!
NO WAY AM I LETTING YOU GET YOUR HANDS ON THIS!! TOO MUCH BLOOD HAS ALREADY BEEN SPILLED!!
WHAT THE HECK IS THIS GUY TALKING ABOUT?!
WAIT! HE'S WEARING THE UNIFORM OF DOCTOR OCTOPUS'S HENCHMEN! COULD SHE BE RESPONSIBLE FOR ALL THIS?!?

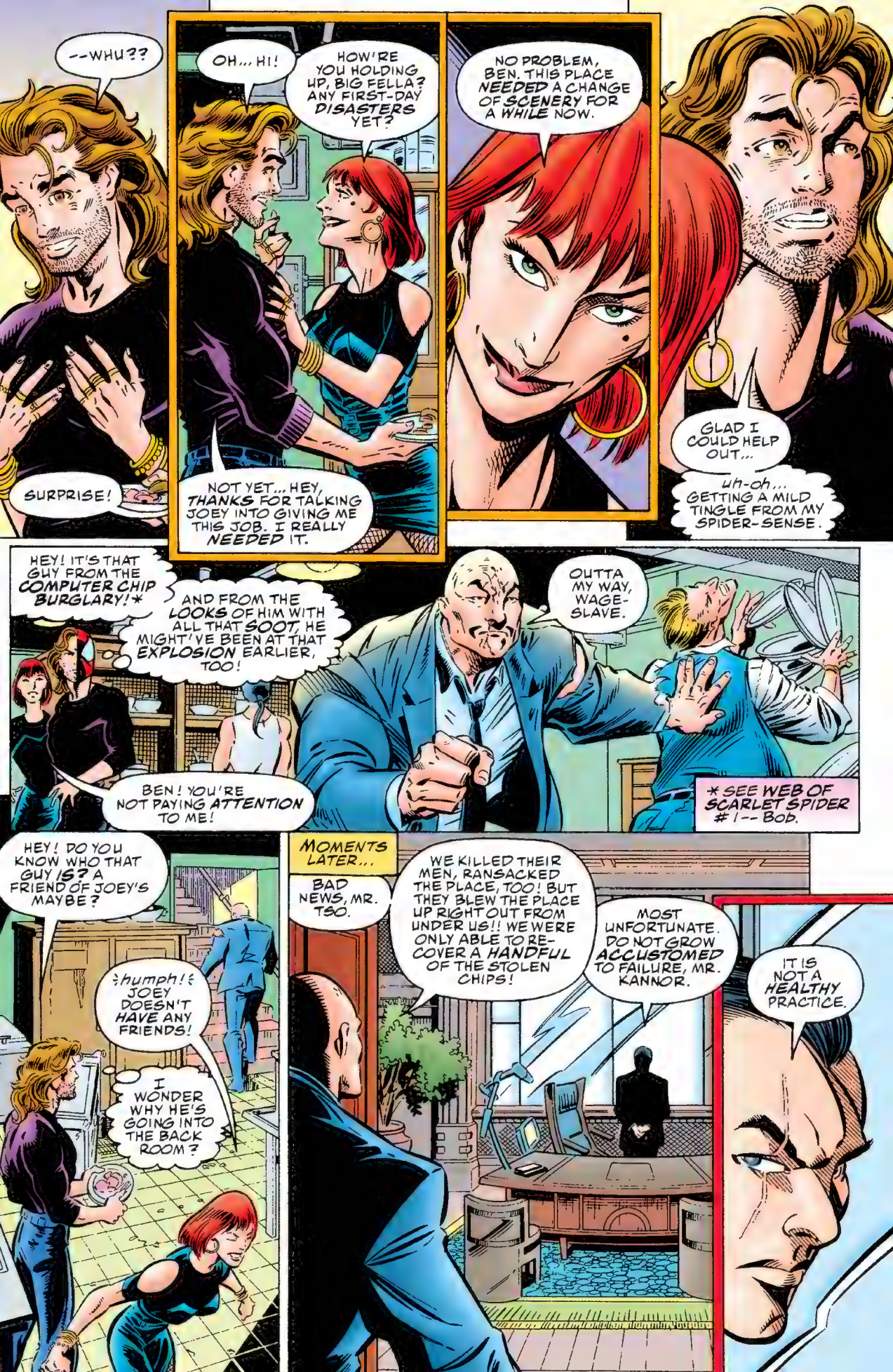

OH, NO! I'VE RUN OUT OF WEB-FLUID!! MUST'VE FORGOTTEN TO CHECK MY WEB-SHOOTERS BEFORE I LEFT THE HOUSE!!
I'LL HAVE TO RELY ON MY SPEED, INSTEAD!!
WHAT OTHER SUPER HEROES HAVE THESE KINDS OF PROBLEMS?!? DOES CAPTAIN AMERICA EVER FORGET TO TAKE ALONG HIS SHIELD?!
SPWITZ!
I'LL JUST WEB HIM UP TIGHT AND DO A LITTLE INTERROGATION... SPIDER-STYLE!
NO!! KEEP AWAY!!
SORRY, PAL--
--BUT YOU STARTED IT!!
UGGGH!!
I WONDER WHAT THIS THING IS? SOME KINDA ULTRA-MOD SUN-GLASSES? COULD ALL OF THIS CARNAGE BE OVER THIS LITTLE THING?
OWCH--THAT'S GOTTA HURT!!
STILL KINDA RUSTY AT THIS SPIDER-BIZ... GOTTA BE MORE CAREFUL, OR ELSE MY INEXPERIENCE COULD PROVE FATAL--
--TO ME!!

HOLD IT, HERO!!
uh-oh...
SORRY, OFFICER...
...BUT I JUST REMEMBERED--I LEFT THE WATER RUNNING IN THE TUB BACK HOME!
GOTTA SCOOT!
BUT ANY FURTHER DETECTIVE WORK WILL HAVE TO WAIT--
--UNTIL AFTER I FINISH MY SHIFT AT THE CLUB!
MR. TSO WILL NOT BE PLEASED. THIS OPERATION HAS COST US FAR TOO MUCH--AND WE ONLY MANAGED TO ACHIEVE PART OF OUR OBJECTIVES.
YOU THINK IT'S SUFFICIENT, ORLANDO?
WE'LL FIND OUT SOON ENOUGH...
...WHEN WE SEE MR. TSO.
HATE TO BEAT AND RUN, BUT I CAN'T ALLOW MYSELF TO BE QUESTIONED BY THE COPS! BESIDES, THEY'D PROBABLY TAKE THIS VISOR!
I MIGHT BE IMAGINING THINGS, BUT I'D SWEAR IT RESEMBLES THE VR HELMET THAT MY PAL, SEWARD TRAINER, DESIGNED!*
*SEE AMAZING SPIDER-MAN #406 -- Bob.
MOMENTS LATER, AT THE TRENDY NEW CLUB NOIR...
NOIR
I GUESS BEING A WAITER FOR THE CHIC AND ELITE ISN'T THE WORST JOB A GUY COULD HAVE...
...BUT IT'S DEFINITELY NOT GOING TO BE MY LIFE'S WORK!

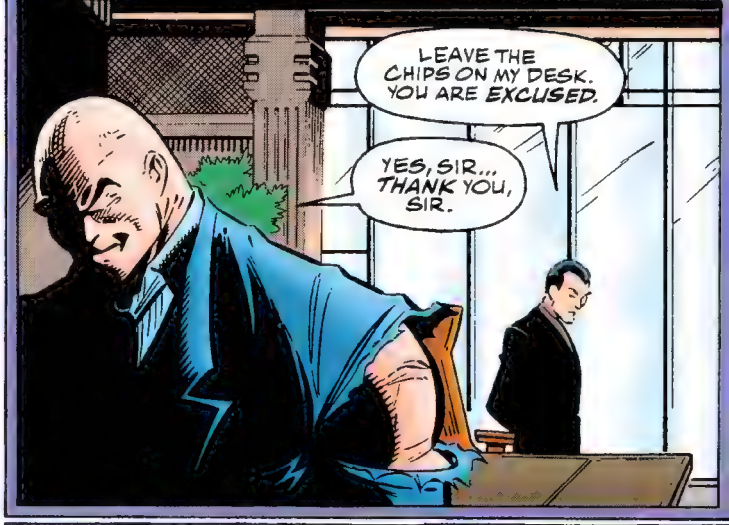

DUCKING INTO A CONVENIENT DARK ALLEY, THE SCARLET SPIDER QUICKLY CHANGES INTO HIS CIVILIAN IDENTITY OF BEN REILLY.
STILL, IT SHOULD BE ENOUGH FOR ME TO SAVE A LITTLE CASH SO I CAN SET UP A NEW LIFE FOR MYSELF!
AND IF I CAN ACTUALLY GET THE HANG OF THIS WAITER THING--
--MAYBE THEY'LL MOVE ME OFF THE LUNCH SHIFT TO DINNERS, WHERE I CAN MAKE THE BIG TIPS!
:phew:...THAT SMOKE STAINED EVERYTHING IN MY DUFFEL BAG!! JUST MY LUCK... GUESS I'LL HAVE TO MAKE DO!
GREAT... IT'S THE MANAGER. THAT GUY DIDN'T WANT TO HIRE ME IN THE FIRST PLACE, AND NOW I'M COMING IN LATE.
YOU CALL THAT A BOLOGNESE SAUCE? WHY NOT JUST USE A JAR OF RAGU?!?
SORRY, SIR...
AND WHAT ARE YOU OTHER PEOPLE STANDING AROUND FOR?! GET TO WORK!!
sheesh... THIS GUY MAKES J. JONAH JAMESON LOOK LIKE A SAINT!! MAYBE I CAN SNEAK PAST HIM WHILE HE'S BUSY!
WHAT IS THAT SMELL? IS SOMETHING BURNING?!
BETTER GET BUSY... THEN AIR OUT THIS JACKET!
MEANWHILE, IN DOCTOR OCTOPUS'S HEADQUARTERS...
THE RAID ON MY LAB IS OUTRAGEOUS!! I WON'T TOLERATE SUCH AFFRONTS TO MY OPERATIONS OR PROPERTY!
I WANT YOU TO FIND OUT WHO WAS BEHIND IT, WADE. DO A GOOD JOB, AND YOU'LL BE AMPLY REWARDED.
YES, MA'AM... I'LL SNIFF 'EM OUT FOR YOU.
EXCELLENT. BUT TAKE NO RETALIATORY ACTION AGAINST OUR AGGRESSORS...

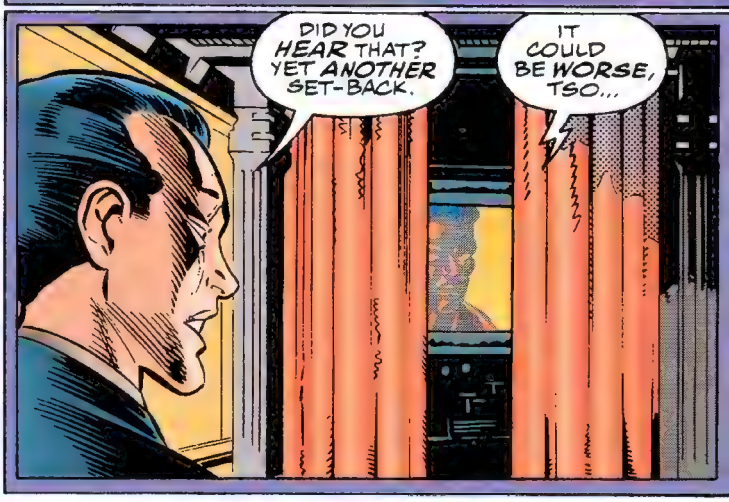

...THAT PARTICULAR PLEASURE IS RESERVED FOR ME-- AND ME ALONE!!
NOT TO WORRY, MA'AM...
...I'VE ALWAYS UNDERSTOOD THE IMPORTANCE OF DELAYED GRATIFICATION!
AND ONCE HER LACKEY HAS GONE, DOCTOR OCTOPUS HEADS TOWARD A RESTRICTED PORTION OF HER BASE...
...RESERVED ONLY FOR HERSELF... AND ONE OTHER.
THAT VISOR WAS WORTH FAR MORE THAN JUST THE MILLIONS IT COST TO BUILD... IT REPRESENTED POWER...
...AND NOW, TO KEEP IT FROM THE HANDS OF THIEVES, IT'S WORTHLESS RUBBLE BURIED AMID TONS OF DEBRIS!
I MUST INFORM MY ASSOCIATE OF THIS SETBACK.
I HAVE UNFORTUNATE NEWS...!
I AM ALREADY AWARE OF THE SITUATION AT SATELLITE BASE GAMMA, CAROLYN.
BUT, CONTRARY TO WHAT YOU BELIEVE, THE VISOR REMAINS INTACT. SENSORS INDICATE THIS.
AS SOON AS ANYONE TRIES TO ACTIVATE IT, WE WILL BE ABLE TO TRACK ITS LOCATION!
THAT'S FANTASTIC! HAVE YOU ANY OTHER GOOD NEWS?
AS A MATTER OF FACT-- I DO.
CUT TO: THE INSTITUTION KNOWN AS THE VAULT, A SUPER-PRISON BUILT TO CONTAIN SUPER-PRISONERS.
TODAY ITS RANKS WILL BE DECREASED IN NUMBER BY ONE...
...ALTHOUGH, REMARKABLY, IT WILL NOT BE THROUGH ANY SPECTACULAR BREAKOUT OR ESCAPE THAT THIS INMATE WINS HIS FREEDOM--

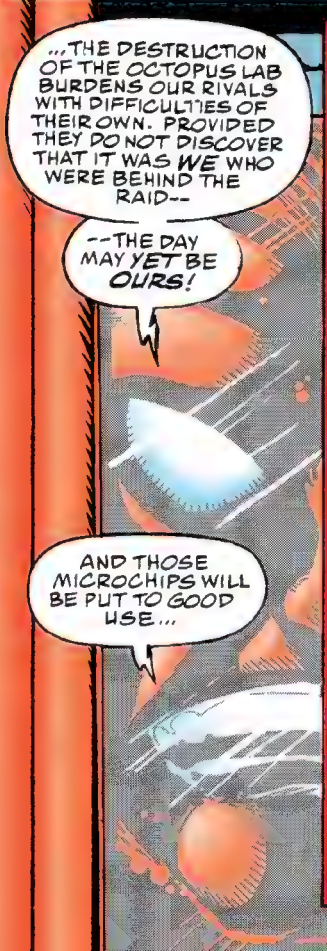

--BUT, RATHER, THROUGH THE FULFILLMENT OF HIS SENTENCE.
KEEP YOUR NOSE CLEAN THIS TIME, FESTER--BIG BROTHER IS WATCHING!
YEAH, YEAH. THE LAST THING I WANT TO DO IS WIND UP BACK HERE AGAIN!
"YOU SEE, CAROLYN, THE INTERNET OFFERS MANY PERKS TO ONE SUCH AS I--SUCH AS UNLIMITED ACCESS TO GOVERNMENT FILES.
"IT ISN'T BY ACCIDENT THAT THE VAULT IS SUBJECT TO EXTREME SCRUTINY... PARTICULARLY ITS FILES PERTAINING TO PENDING RELEASES.
"TAKE NORTON G. FESTER, FOR EXAMPLE. FORMERLY A TWO-TIME LOSER WHO GAINED ENHANCED STRENGTH AND AGILITY FROM EXPOSURE TO A RADIOACTIVE METEOR, AND SQUANDERED HIS POWERS AS A LOW-LEVEL THIEF NAMED THE LOOTER." *
"ALREADY STEPS HAVE BEEN TAKEN TO RECRUIT HIM INTO THE NETWORK."
WATCH IT, JERK!! WHAT ARE YOU TRYING TO DO?! RUN ME OVER?!
SCREEECH!
YOU NORTON G. FESTER?
WHO WANTS TO KNOW?
NOBODY SPECIAL--JUST A COUPLE O' DEAD PRESIDENTS.
* SEE THE CLASSIC ASM #36 -- Bob.
YOU'VE GOT MY ATTENTION.
"THE REASONS WHY WILL MAKE THEMSELVES KNOWN SOON ENOUGH."
MEANWHILE, BACK IN NEW YORK, BEN REILLY JUGGLES LUNCH ORDERS AND DIRTY DISHES.
THIS IS MORE WORK THAN I THOUGHT--

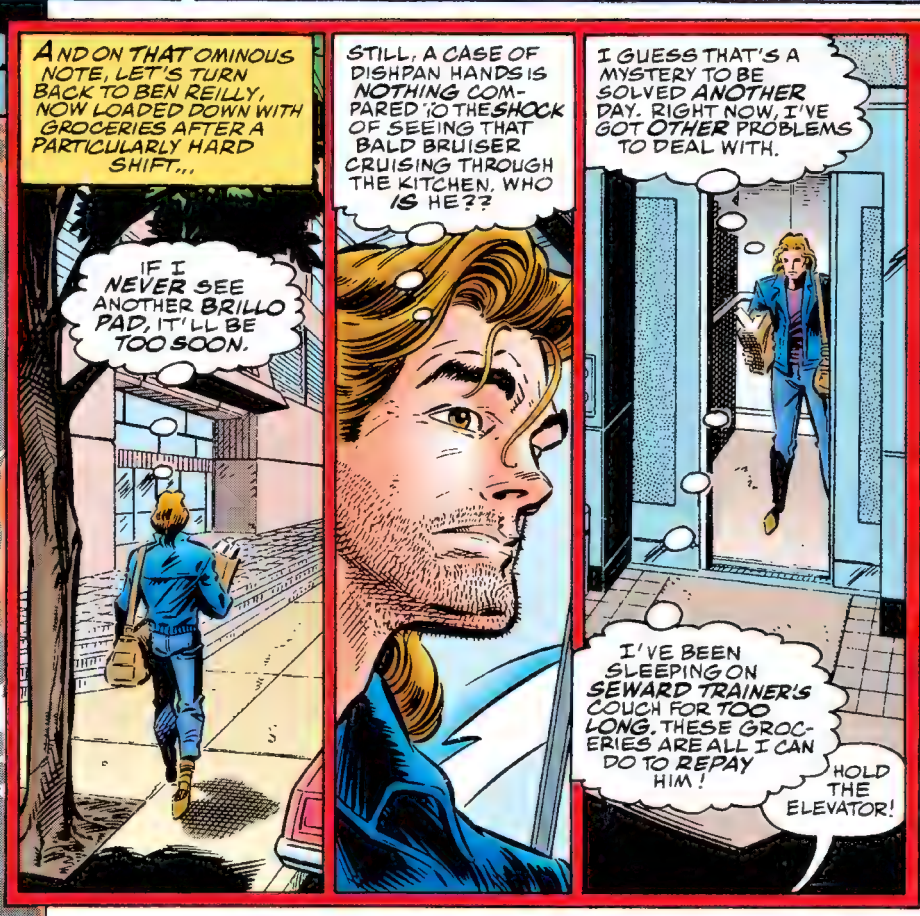

--WHU??
SURPRISE!
OH... HI!
HOW'RE YOU HOLDING UP, BIG FELLA? ANY FIRST-DAY DISASTERS YET?
NOT YET... HEY, THANKS FOR TALKING JOEY INTO GIVING ME THIS JOB. I REALLY NEEDED IT.
NO PROBLEM, BEN. THIS PLACE NEEDED A CHANGE OF SCENERY FOR A WHILE NOW.
GLAD I COULD HELP OUT...
uh-oh... GETTING A MILD TINGLE FROM MY SPIDER-SENSE.
HEY! IT'S THAT GUY FROM THE COMPUTER CHIP BURGLARY!*
AND FROM THE LOOKS OF HIM WITH ALL THAT SOOT, HE MIGHT'VE BEEN AT THAT EXPLOSION EARLIER, TOO!
BEN! YOU'RE NOT PAYING ATTENTION TO ME!
OUTTA MY WAY, WAGE-SLAVE.
* SEE WEB OF SCARLET SPIDER #1 -- Bob.
HEY! DO YOU KNOW WHO THAT GUY IS? A FRIEND OF JOEY'S MAYBE?
:humph!: JOEY DOESN'T HAVE ANY FRIENDS!
I WONDER WHY HE'S GOING INTO THE BACK ROOM?
MOMENTS LATER...
BAD NEWS, MR. TSO.
WE KILLED THEIR MEN, RANSACKED THE PLACE, TOO! BUT THEY BLEW THE PLACE UP RIGHT OUT FROM UNDER US!! WE WERE ONLY ABLE TO RE-COVER A HANDFUL OF THE STOLEN CHIPS!
MOST UNFORTUNATE. DO NOT GROW ACCUSTOMED TO FAILURE, MR. KANNOR.
IT IS NOT A HEALTHY PRACTICE.

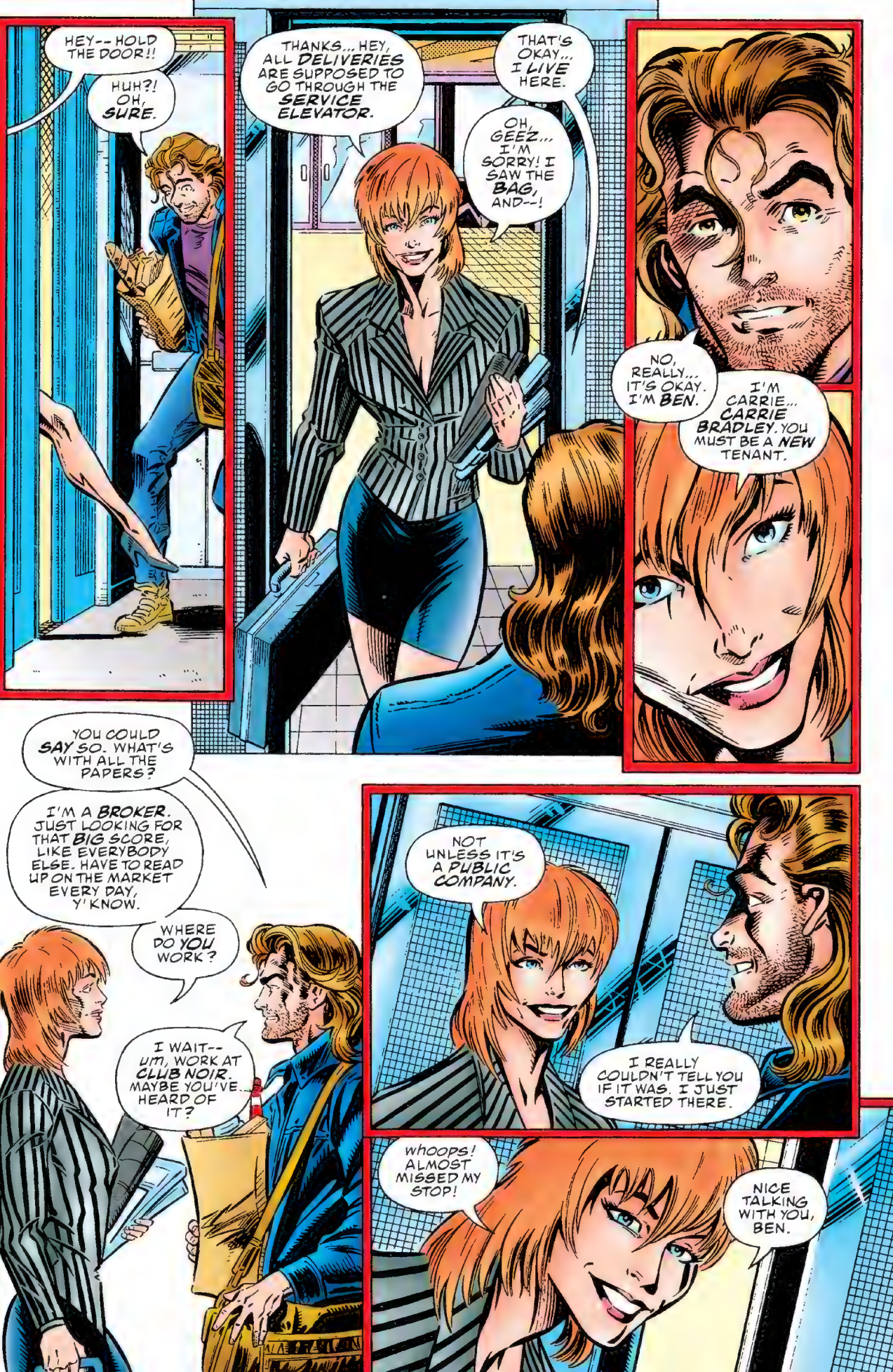
I ASSURE YOU, SIR... THE NEXT TIME WE CLASH WITH THE OCTOPUS GANG, WE'LL--
DO NOT MAKE PROMISES YOU CANNOT KEEP. YOU SHOULD CONSIDER YOUR POSITION WITH THIS ORGANIZATION TENUOUS AT BEST.
I ADVISE A RENEWED EFFORT ON YOUR PART.


LEAVE THE CHIPS ON MY DESK. YOU ARE EXCUSED.
YES, SIR... THANK YOU, SIR.

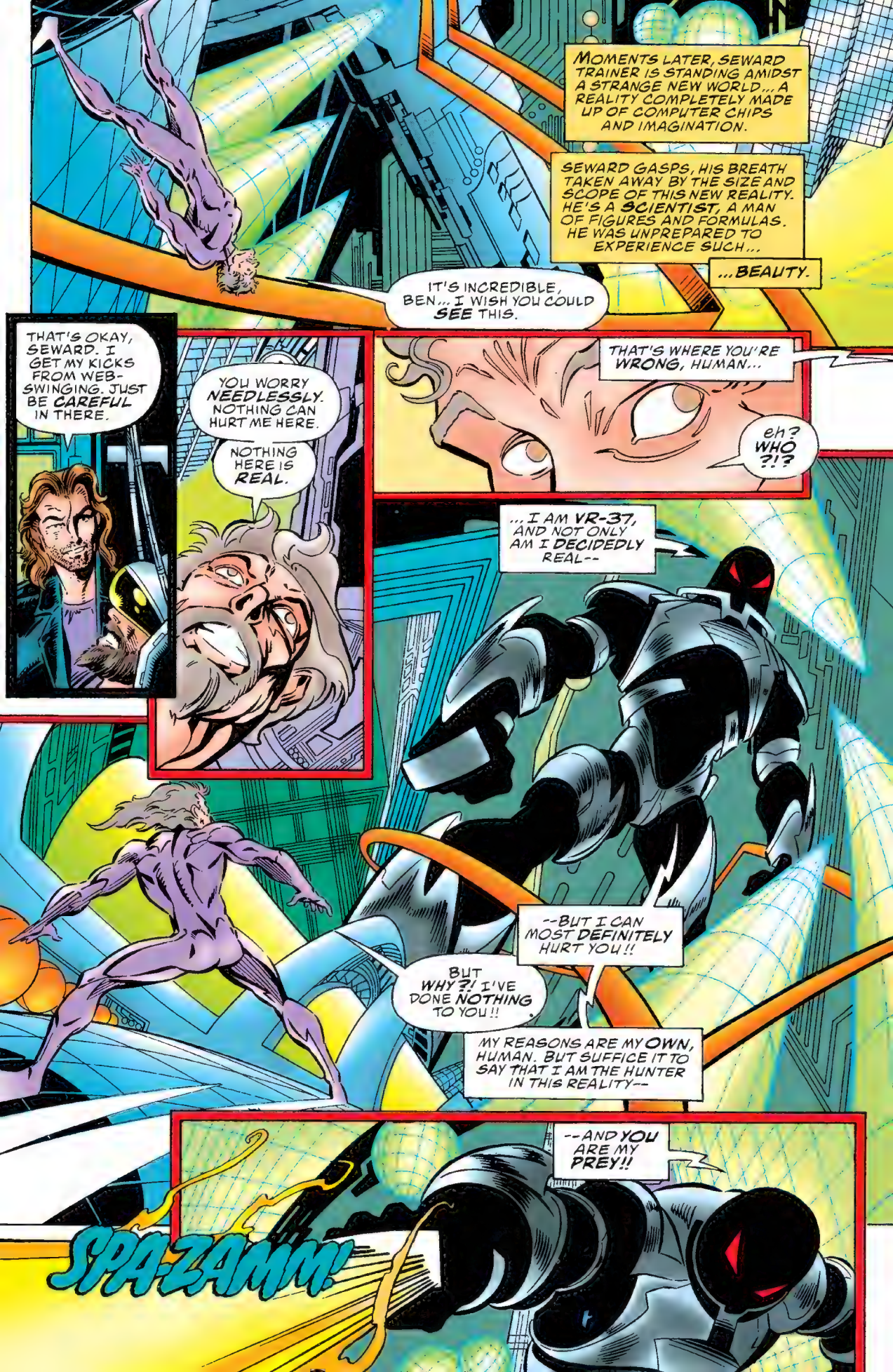

DID YOU HEAR THAT? YET ANOTHER SET-BACK.
IT COULD BE WORSE, TSO...


...THE DESTRUCTION OF THE OCTOPUS LAB BURDENS OUR RIVALS WITH DIFFICULTIES OF THEIR OWN. PROVIDED THEY DO NOT DISCOVER THAT IT WAS WE WHO WERE BEHIND THE RAID--
--THE DAY MAY YET BE OURS!
AND THOSE MICROCHIPS WILL BE PUT TO GOOD USE...

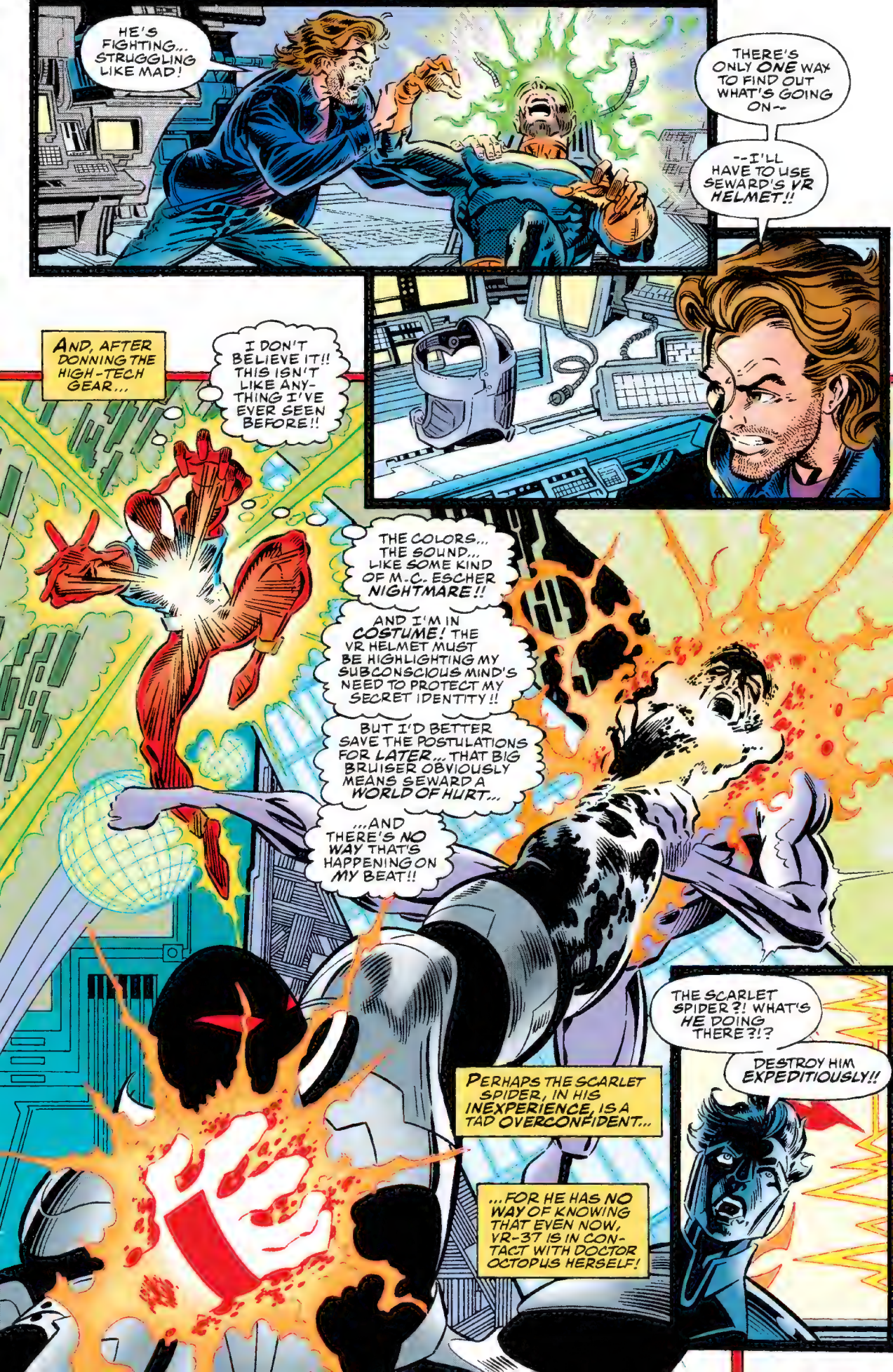

AND ON THAT OMINOUS NOTE, LET'S TURN BACK TO BEN REILLY, NOW LOADED DOWN WITH GROCERIES AFTER A PARTICULARLY HARD SHIFT...
IF I NEVER SEE ANOTHER BRILLO PAD, IT'LL BE TOO SOON.
STILL, A CASE OF DISHPAN HANDS IS NOTHING COMPARED TO THE SHOCK OF SEEING THAT BALD BRUISER CRUISING THROUGH THE KITCHEN. WHO IS HE??
I GUESS THAT'S A MYSTERY TO BE SOLVED ANOTHER DAY. RIGHT NOW, I'VE GOT OTHER PROBLEMS TO DEAL WITH.
I'VE BEEN SLEEPING ON SEWARD TRAINER'S COUCH FOR TOO LONG. THESE GROCERIES ARE ALL I CAN DO TO REPAY HIM!
HOLD THE ELEVATOR!


HEY-- HOLD THE DOOR!!
HUH?! OH, SURE.
THANKS... HEY, ALL DELIVERIES ARE SUPPOSED TO GO THROUGH THE SERVICE ELEVATOR.
THAT'S OKAY... I LIVE HERE.
OH, GEEZ... I'M SORRY! I SAW THE BAG, AND--!
NO, REALLY... IT'S OKAY. I'M BEN.
I'M CARRIE... CARRIE BRADLEY. YOU MUST BE A NEW TENANT.
YOU COULD SAY SO. WHAT'S WITH ALL THE PAPERS?
I'M A BROKER. JUST LOOKING FOR THAT BIG SCORE, LIKE EVERYBODY ELSE. HAVE TO READ UP ON THE MARKET EVERY DAY, Y'KNOW.
WHERE DO YOU WORK?
I WAIT-- UM, WORK AT CLUB NOIR. MAYBE YOU'VE HEARD OF IT?
NOT UNLESS IT'S A PUBLIC COMPANY.
I REALLY COULDN'T TELL YOU IF IT WAS. I JUST STARTED THERE.
whoops! ALMOST MISSED MY STOP!
NICE TALKING WITH YOU, BEN.

NICE GIRL... MAYBE I SHOULDN'T BE IN SUCH A HURRY TO MOVE OUT.
NICE GUY... HE SURE DOESN'T LOOK LIKE THE TYPICAL STUFFED SHIRT THAT LIVES IN THIS BUILDING...
...WHICH MAY NOT BE SUCH A BAD THING...
HELLO, SEWARD? ARE YOU HOME?
HI, BEN... WHAT'S UP?
I'VE GOT SOMETHING TO SHOW YOU.
THERE WAS SOME FRACAS DOWNTOWN BETWEEN THE OCTOPUS GANG AND SOME OTHER GUYS... I THINK IT WAS OVER THIS.
BEN! DO YOU KNOW WHAT THAT IS?!
NOT REALLY. I WAS HOPING YOU COULD TELL ME. I MEAN, IT LOOKS LIKE THE VR HELMET YOU DEVISED A WHILE AGO, BUT--
THIS IS A RADICAL ADVANCEMENT ON ANYTHING I'VE EVER SEEN IN VR TECHNOLOGY! COMPARING MY HELMET TO THIS IS LIKE COMPARING A TRICYCLE TO A HARLEY DAVIDSON.
WHOEVER BUILT THIS WAS GOOD--REAL GOOD.
I CAN'T WAIT TO TEST IT!
I DUNNO, SEWARD. ARE YOU SURE IT'S SAFE? MAYBE I SHOULD--
DON'T BE SILLY, BEN. I HAVE MUCH MORE EXPERIENCE IN VIRTUAL REALITY.
I'LL BE OKAY.
BUT PERHAPS THE AMBITIOUS SCIENTIST HAS SPOKEN TOO SOON...
I SENSE THAT A NEW MIND HAS ENTERED THE NETWORK, CAROLYN.
WHAT ARE YOU GOING TO DO?
WHY... DEAL WITH IT, OF COURSE.


MOMENTS LATER, SEWARD TRAINER IS STANDING AMIDST A STRANGE NEW WORLD... A REALITY COMPLETELY MADE UP OF COMPUTER CHIPS AND IMAGINATION.
SEWARD GASPS, HIS BREATH TAKEN AWAY BY THE SIZE AND SCOPE OF THIS NEW REALITY. HE'S A SCIENTIST, A MAN OF FIGURES AND FORMULAS. HE WAS UNPREPARED TO EXPERIENCE SUCH...
...BEAUTY.
IT'S INCREDIBLE, BEN... I WISH YOU COULD SEE THIS.
THAT'S OKAY, SEWARD. I GET MY KICKS FROM WEB-SWINGING. JUST BE CAREFUL IN THERE.
YOU WORRY NEEDLESSLY. NOTHING CAN HURT ME HERE.
NOTHING HERE IS REAL.
THAT'S WHERE YOU'RE WRONG, HUMAN...
eh? WHO ?!?
...I AM VR-37, AND NOT ONLY AM I DECIDEDLY REAL--
--BUT I CAN MOST DEFINITELY HURT YOU!!
BUT WHY?! I'VE DONE NOTHING TO YOU!!
MY REASONS ARE MY OWN, HUMAN. BUT SUFFICE IT TO SAY THAT I AM THE HUNTER IN THIS REALITY--
--AND YOU ARE MY PREY!!
SPA-ZAMM!

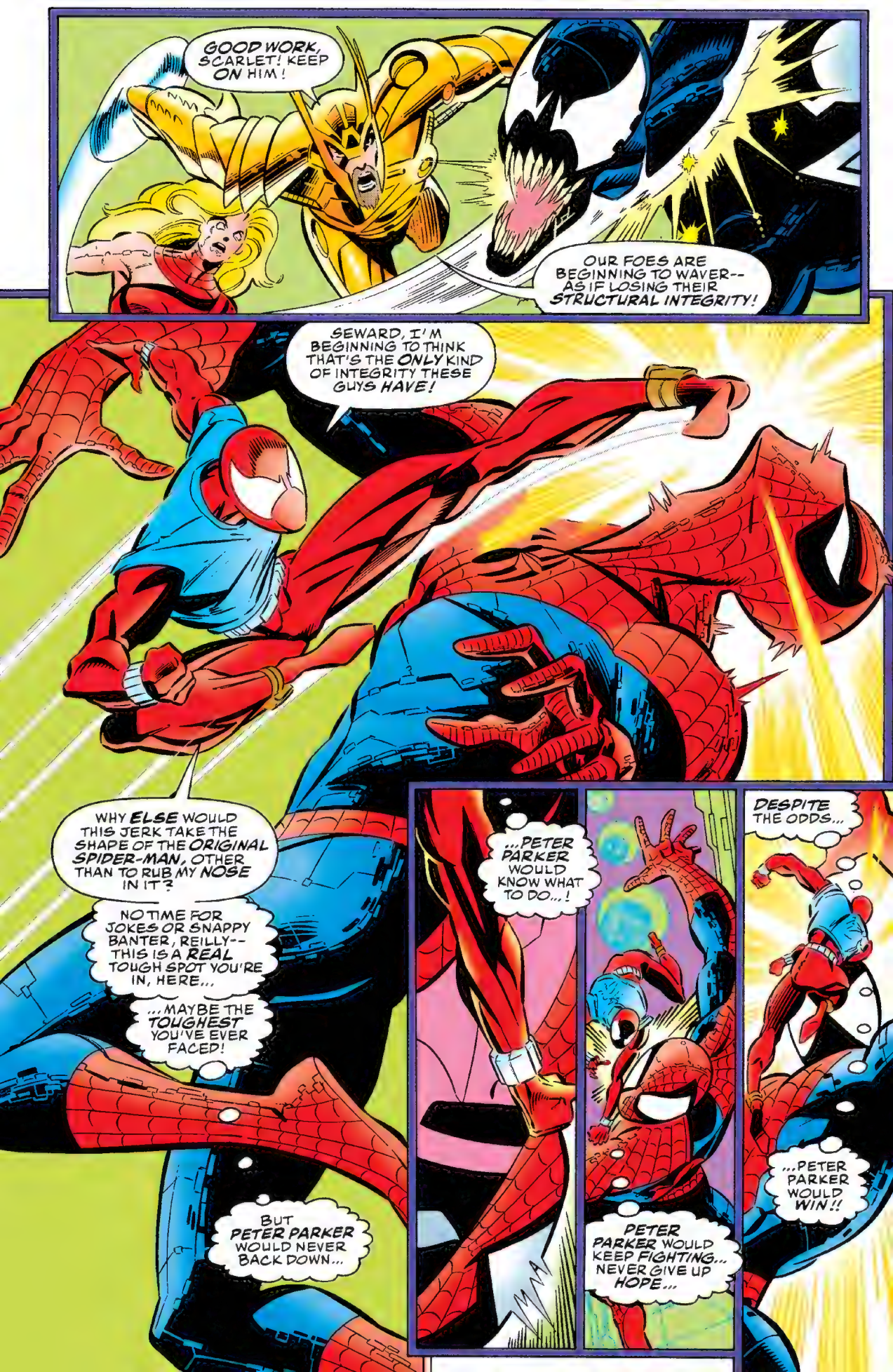
UGGH!
FORTUNATELY, IN THIS VIRTUAL REALITY, I CAN CONCOCT ANY WEAPON MY MIND CAN CONCEIVE OR VISUALIZE--
--BUT, UNFORTUNATELY, SO CAN MY FOE!!
MY SPIDER-SENSE IS GOING OFF THE SCALE!!
SEWARD!! ARE YOU ALL RIGHT IN THERE?!
WHERE'D THAT SHIELD COME FROM?!
SOMETHING'S WRONG!! SOMEHOW, WHATEVER HE'S THINKING OF IN THERE--
--IS MANIFESTING ITSELF IN OUR REALITY!!
WHAT DO I DO?!
PERHAPS SEWARD TRAINER COULD PROVIDE BEN WITH AN ANSWER--
--WERE HE NOT BUSY FIGHTING FOR HIS LIFE!!
HAH!! A PALTRY BLOW, BARELY WORTHY OF BLOCKING! SURELY YOU KNOW YOU ARE DOOMED!
SEWARD DOESN'T ANSWER, DOESN'T ALLOW THE RISING NEED TO SCREAM, TO SHOUT, TO RUN, TO OVERSHADOW WHAT HE MUST DO.
HE KNOWS THAT THIS IS VR-37'S WORLD, THAT THE HOME COURT ADVANTAGE IS HIS...
...AND TO FOCUS ON ANYTHING OTHER THAN SURVIVAL...
...MEANS DEATH!!
ARRRGH!!
I'VE GOT TO HELP HIM... BUT IF I TEAR OFF THE VISOR I RISK INJURING HIS MIND!!

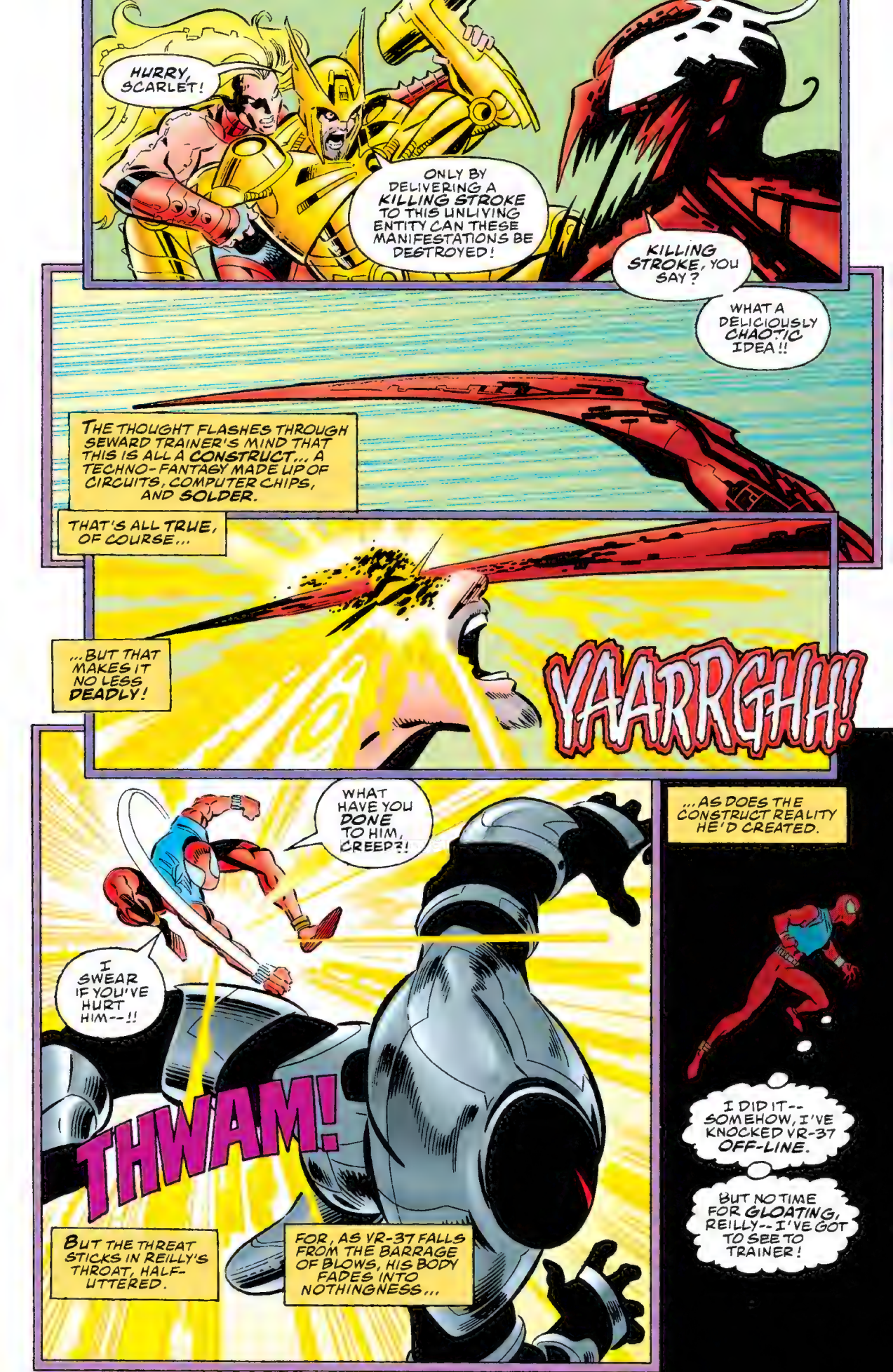

HE'S FIGHTING... STRUGGLING LIKE MAD!
THERE'S ONLY ONE WAY TO FIND OUT WHAT'S GOING ON--
--I'LL HAVE TO USE SEWARD'S VR HELMET!!
AND, AFTER DONNING THE HIGH-TECH GEAR...
I DON'T BELIEVE IT!! THIS ISN'T LIKE ANYTHING I'VE EVER SEEN BEFORE!!
THE COLORS... THE SOUND... LIKE SOME KIND OF M.C. ESCHER NIGHTMARE!!
AND I'M IN COSTUME! THE VR HELMET MUST BE HIGHLIGHTING MY SUBCONSCIOUS MIND'S NEED TO PROTECT MY SECRET IDENTITY!!
BUT I'D BETTER SAVE THE POSTULATIONS FOR LATER... THAT BIG BRUISER OBVIOUSLY MEANS SEWARD A WORLD OF HURT...
...AND THERE'S NO WAY THAT'S HAPPENING ON MY BEAT!!
THE SCARLET SPIDER?! WHAT'S HE DOING THERE?!?
DESTROY HIM EXPEDITIOUSLY!!
PERHAPS THE SCARLET SPIDER, IN HIS INEXPERIENCE, IS A TAD OVERCONFIDENT...
...FOR HE HAS NO WAY OF KNOWING THAT EVEN NOW, VR-37 IS IN CONTACT WITH DOCTOR OCTOPUS HERSELF!

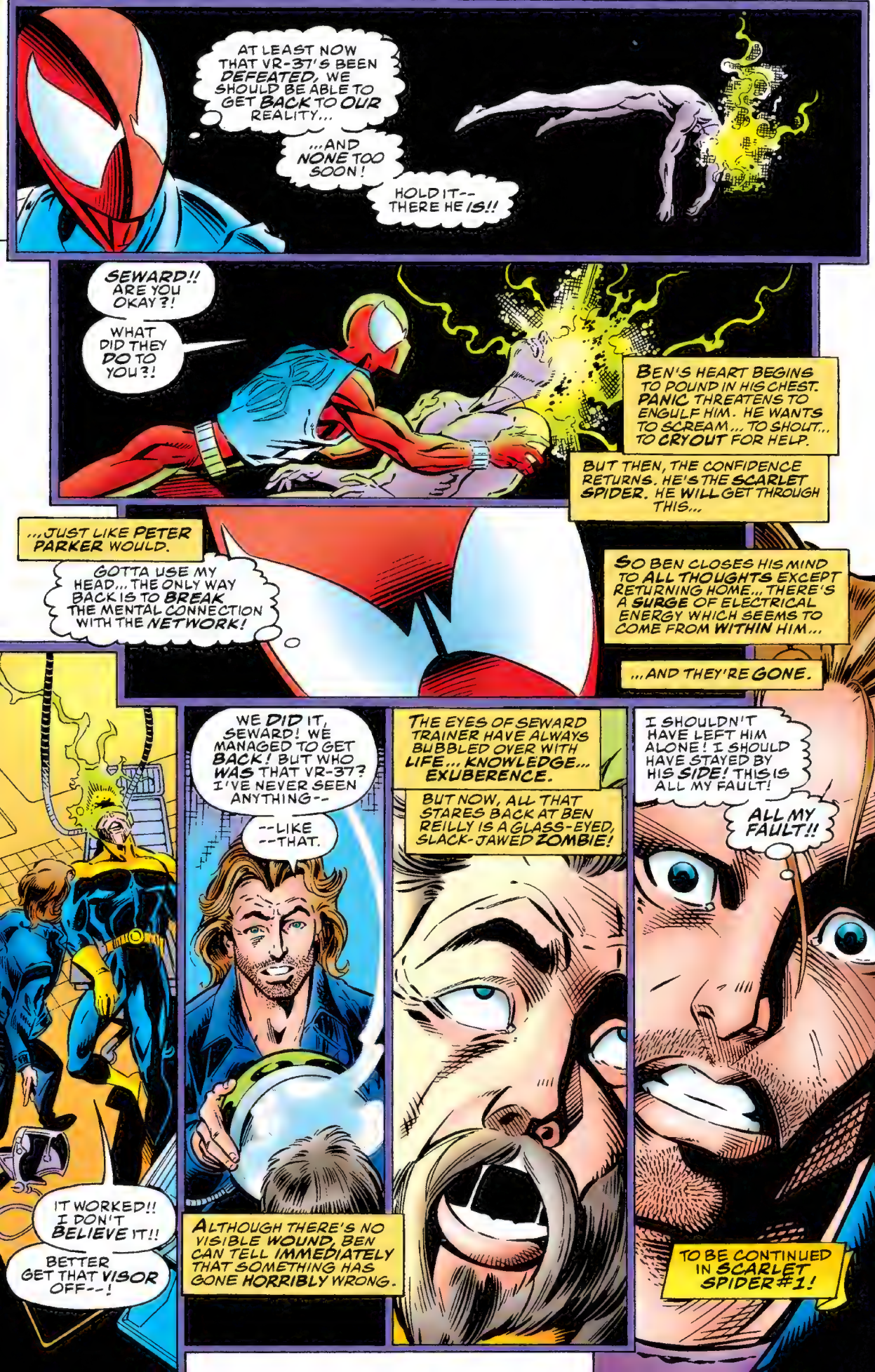
ALTHOUGH PART OF BEN IS PROUD THAT HE'S USED HIS SCIENTIFIC KNOWLEDGE TO SOLVE THE PROBLEM AT HAND, FEAR STILL CLUTCHES AT HIS HEART...
...FOR, IF HIS VIRTUAL REALITY OTHER SHOULD DIE IN THAT BIZARRE WORLD, WHAT WILL HAPPEN TO HIM?!
YOU SHOULDN'T HAVE COME!! YOU'VE ONLY MADE THINGS WORSE!!
USUALLY, I'M NOT SO PRONE TO AGREE SO QUICKLY...
...BUT IN THIS CASE, I'LL MAKE AN EXCEPTION !!
LET ME SHARE WITH YOU THE WONDERS OF MY DOMAIN, FLESHLINGS!
HERE, IN THIS WORLD OF TECHNO-SUB-CONSCIOUS, YOUR DEEPEST FEARS ARE MINE TO EXPLOIT... TO USE... TO TURN AGAINST YOU!
ANYTHING YOU CAN THINK OF, I CAN CREATE!!
"PERHAPS YOU RECOGNIZE A FEW OF MY CHOICE REINFORCEMENTS, SCARLET SPIDER?? SOME OF YOUR OLD PLAYMATES, TO BE SURE!
"MANIFESTATIONS OF VENOM-- CARNAGE--
"--DOCTOR OCTOPUS-- AND STUNNER!
"AND SINCE THEY'RE VIRTUAL, THEY'VE NONE OF THE WEAKNESSES OF THE ORIGINALS!!"

WELL, I DON'T RECOGNIZE THIS GAL, BUT I BET SHE'S NOT ABOUT TO GIVE ME A BIG HUG!
SEWARD-- DON'T BE A HERO! RUN!!
NOT A BAD IDEA-- BUT WHERE TO??
THERE'S NO WAY TO PULL THE MENTAL PLUG... TO GET BACK TO THE REAL WORLD... VR-37 IS HOLDING US HERE!!
ARE YOU SAYING NEITHER ONE OF US CAN LEAVE UNTIL WE BREAK HIS CONNECTION?!
SEWARD-- BEHIND YOU!!
AMAZING! HOW DO YOU KEEP FORMING THOSE WEAPONS?
IT'S NOT EASY.
EACH MANIFESTATION IS A STRAIN... GETTING PROGRESSIVELY WEAKER.
BUT THESE ARE NOT OUR TRUE OPPONENTS... ONLY WEAPONS EMPLOYED BY VR-37! YOU MUST TAKE THE FIGHT TO HIM!!
GREAT.
ONE OF MY FIRST CHANCES TO PROVE MYSELF AS A HERO, AND I HAVE TO ABANDON MY ONLY FRIEND TO THOSE MONSTERS!
SO! THE SPIDER HAS SPUNK!

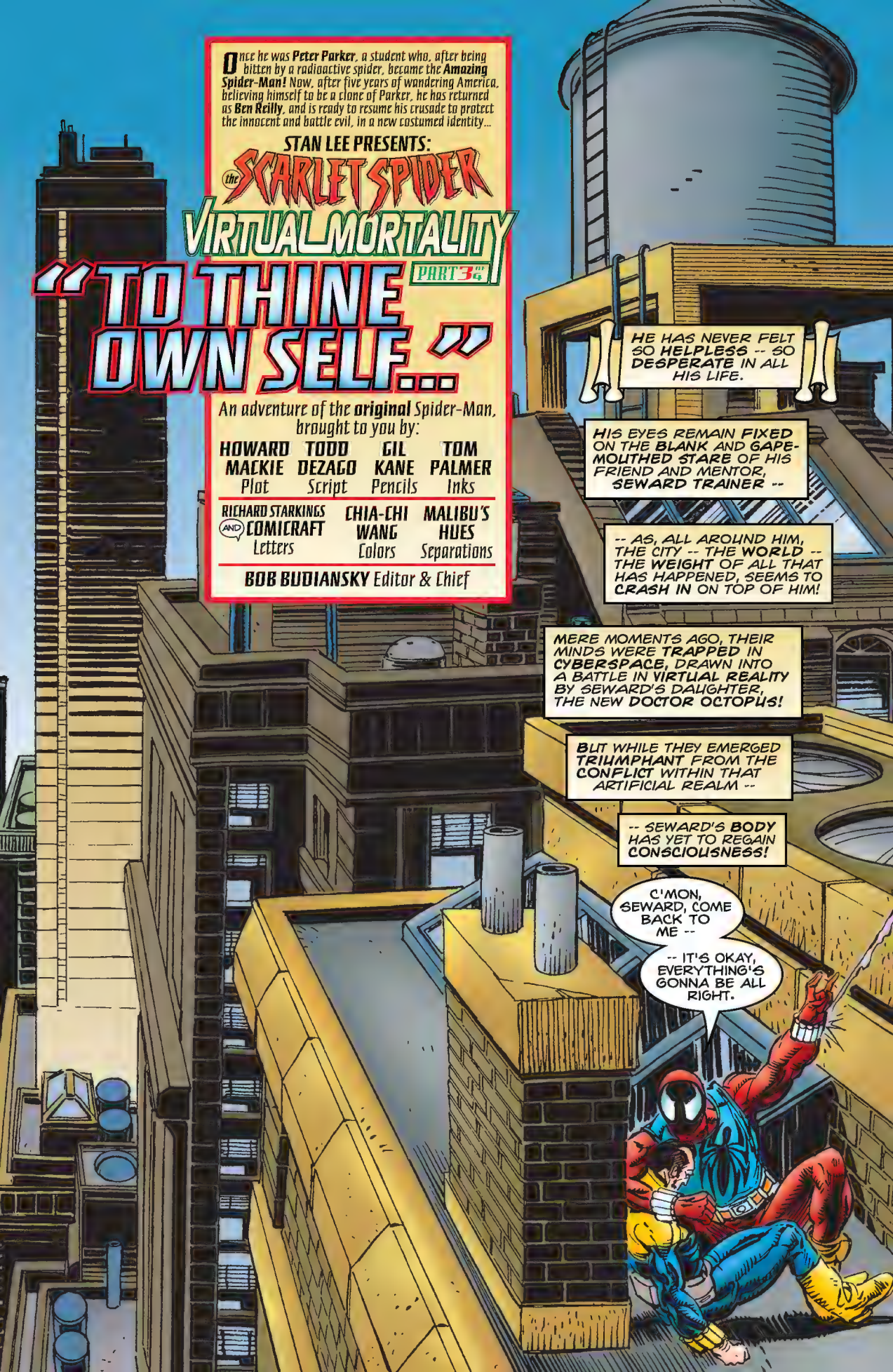
FOOL!
DID I NOT TELL YOU THAT YOUR SUBCONSCIOUS WAS OPEN TO ME?
THAT IN HERE, YOUR SECRETS ARE MINE?!
THAT I CAN UNLEASH YOUR OWN WORST NIGHTMARES AGAINST YOU?!
MAYBE YOU ARE AS TOUGH AS YOU SAY... MAYBE YOU CAN TURN MY OWN PYSCHE AGAINST ME...!
BUT YOU'RE NOT REAL! YOU'RE JUST A FAKE!!
A DANGEROUS FAKE, BUT A FAKE NONETHE-LESS!
I MADE A PROMISE TO SEWARD TRAINER THAT I WOULD BE THERE FOR HIM--
--THAT I WOULD NEVER LET HIM DOWN!!
I'M A REAL HUMAN BEING--
--AND I'M NOT ABOUT TO BE INTIMIDATED BY SOME VIRTUAL REALITY FREAK!!


GOOD WORK, SCARLET! KEEP ON HIM!
OUR FOES ARE BEGINNING TO WAVER-- AS IF LOSING THEIR STRUCTURAL INTEGRITY!
SEWARD, I'M BEGINNING TO THINK THAT'S THE ONLY KIND OF INTEGRITY THESE GUYS HAVE!
WHY ELSE WOULD THIS JERK TAKE THE SHAPE OF THE ORIGINAL SPIDER-MAN, OTHER THAN TO RUB MY NOSE IN IT?
NO TIME FOR JOKES OR SNAPPY BANTER, REILLY-- THIS IS A REAL TOUGH SPOT YOU'RE IN, HERE...
...MAYBE THE TOUGHEST YOU'VE EVER FACED!
BUT PETER PARKER WOULD NEVER BACK DOWN...
...PETER PARKER WOULD KNOW WHAT TO DO...!
PETER PARKER WOULD KEEP FIGHTING... NEVER GIVE UP HOPE...
DESPITE THE ODDS...
...PETER PARKER WOULD WIN!!


HURRY, SCARLET!
ONLY BY DELIVERING A KILLING STROKE TO THIS UNLIVING ENTITY CAN THESE MANIFESTATIONS BE DESTROYED!
KILLING STROKE, YOU SAY?
WHAT A DELICIOUSLY CHAOTIC IDEA!!
THE THOUGHT FLASHES THROUGH SEWARD TRAINER'S MIND THAT THIS IS ALL A CONSTRUCT... A TECHNO-FANTASY MADE UP OF CIRCUITS, COMPUTER CHIPS, AND SOLDER.
THAT'S ALL TRUE, OF COURSE...
...BUT THAT MAKES IT NO LESS DEADLY!
YAARRGHH!
WHAT HAVE YOU DONE TO HIM, CREEP?!
I SWEAR IF YOU'VE HURT HIM--!!
THWAM!
BUT THE THREAT STICKS IN REILLY'S THROAT, HALF-UTTERED.
FOR, AS VR-37 FALLS FROM THE BARRAGE OF BLOWS, HIS BODY FADES INTO NOTHINGNESS...
...AS DOES THE CONSTRUCT REALITY HE'D CREATED.
I DID IT-- SOMEHOW, I'VE KNOCKED VR-37 OFF-LINE.
BUT NO TIME FOR GLOATING, REILLY-- I'VE GOT TO SEE TO TRAINER!


AT LEAST NOW THAT VR-37'S BEEN DEFEATED, WE SHOULD BE ABLE TO GET BACK TO OUR REALITY...
...AND NONE TOO SOON!
HOLD IT-- THERE HE IS!!
SEWARD!! ARE YOU OKAY?!
WHAT DID THEY DO TO YOU?!
BEN'S HEART BEGINS TO POUND IN HIS CHEST. PANIC THREATENS TO ENGULF HIM. HE WANTS TO SCREAM... TO SHOUT... TO CRY OUT FOR HELP.
BUT THEN, THE CONFIDENCE RETURNS. HE'S THE SCARLET SPIDER. HE WILL GET THROUGH THIS...
...JUST LIKE PETER PARKER WOULD.
GOTTA USE MY HEAD... THE ONLY WAY BACK IS TO BREAK THE MENTAL CONNECTION WITH THE NETWORK!
SO BEN CLOSES HIS MIND TO ALL THOUGHTS EXCEPT RETURNING HOME... THERE'S A SURGE OF ELECTRICAL ENERGY WHICH SEEMS TO COME FROM WITHIN HIM...
...AND THEY'RE GONE.
IT WORKED!! I DON'T BELIEVE IT!!
BETTER GET THAT VISOR OFF--!
WE DID IT, SEWARD! WE MANAGED TO GET BACK! BUT WHO WAS THAT VR-37? I'VE NEVER SEEN ANYTHING--
--LIKE --THAT.
ALTHOUGH THERE'S NO VISIBLE WOUND, BEN CAN TELL IMMEDIATELY THAT SOMETHING HAS GONE HORRIBLY WRONG.
THE EYES OF SEWARD TRAINER HAVE ALWAYS BUBBLED OVER WITH LIFE... KNOWLEDGE... EXUBERENCE.
BUT NOW, ALL THAT STARES BACK AT BEN REILLY IS A GLASS-EYED, SLACK-JAWED ZOMBIE!
I SHOULDN'T HAVE LEFT HIM ALONE! I SHOULD HAVE STAYED BY HIS SIDE! THIS IS ALL MY FAULT!
ALL MY FAULT!!
TO BE CONTINUED IN SCARLET SPIDER #1!

SCARLET SPIDER #1 NEWSTAND-EDITION COVER


Once he was Peter Parker, a student who, after being bitten by a radioactive spider, became the Amazing Spider-Man! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as Ben Reilly, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...
STAN LEE PRESENTS:
the SCARLET SPIDER
VIRTUAL MORTALITY
PART 3 of 3
"TO THINE OWN SELF..."
An adventure of the original Spider-Man, brought to you by:
HOWARD MACKIE Plot
TODD DEZAGO Script
GIL KANE Pencils
TOM PALMER Inks
RICHARD STARKINGS AND COMICRAFT Letters
CHIA-CHI WANG Colors
MALIBU'S HUES Separations
BOB BUDIANSKY Editor & Chief
HE HAS NEVER FELT SO HELPLESS -- SO DESPERATE IN ALL HIS LIFE.
HIS EYES REMAIN FIXED ON THE BLANK AND GAPE-MOUTHED STARE OF HIS FRIEND AND MENTOR, SEWARD TRAINER --
-- AS, ALL AROUND HIM, THE CITY -- THE WORLD -- THE WEIGHT OF ALL THAT HAS HAPPENED, SEEMS TO CRASH IN ON TOP OF HIM!
MERE MOMENTS AGO, THEIR MINDS WERE TRAPPED IN CYBERSPACE, DRAWN INTO A BATTLE IN VIRTUAL REALITY BY SEWARD'S DAUGHTER, THE NEW DOCTOR OCTOPUS!
BUT WHILE THEY EMERGED TRIUMPHANT FROM THE CONFLICT WITHIN THAT ARTIFICIAL REALM --
-- SEWARD'S BODY HAS YET TO REGAIN CONSCIOUSNESS!
C'MON, SEWARD, COME BACK TO ME --
-- IT'S OKAY, EVERYTHING'S GONNA BE ALL RIGHT.

BUT *IS* IT GOING TO BE ALL RIGHT..? AM I TRYING TO CONVINCE *SEWARD*...

...OR *MYSELF?!*

HAVE TO GET HIM TO A *DOCTOR* -- SOMEONE WHO CAN FIGURE OUT WHAT'S *WRONG!* SOMEONE WHO CAN *HELP!*

IN CYBER-SPACE, WE WERE AMBUSHED BY COMPUTER-GENERATED *DUPLICATES* OF MY *WORST ENEMIES* --

-- AND *CYBER-SEWARD'S* HEAD WAS "SKEWERED" BY THE *VR CARNAGE!*

PLEASE DON'T LET THAT MEAN THAT HIS *BRAIN* WAS *FRIED* IN *REALITY*, TOO..!

KKKH

HE'S... HE'S GOT TO BE ALL RI --

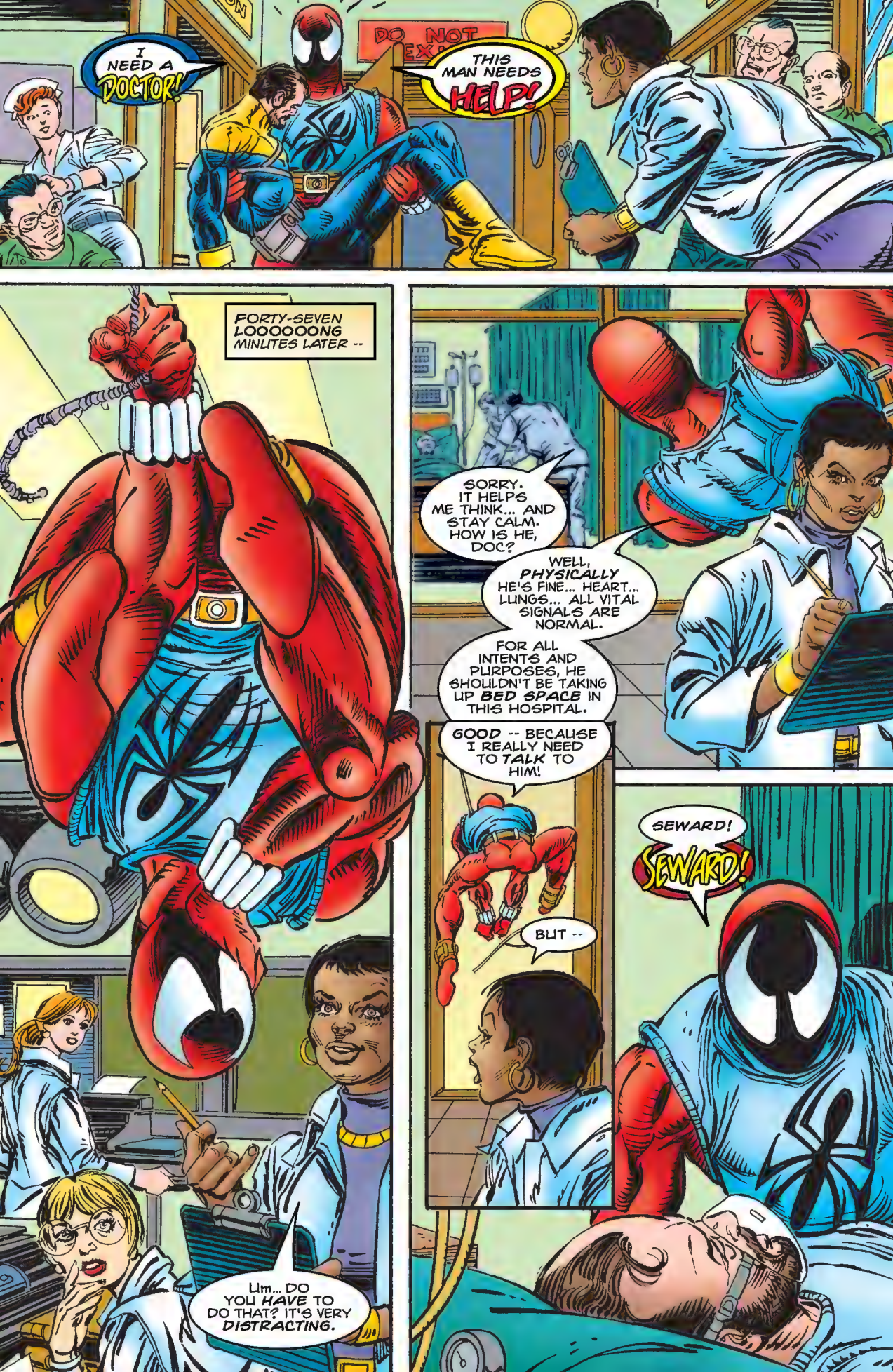
THERE'S THE PARKER LUCK! I'M HAVING A MAJOR *CRISIS.* AND ALL I GET IS *CRUMBLING MASONRY!*

FALLING! TOUGH TO BE *GRACEFUL* WITH SEWARD IN TOW... HAVE TO *IMPROVISE...*

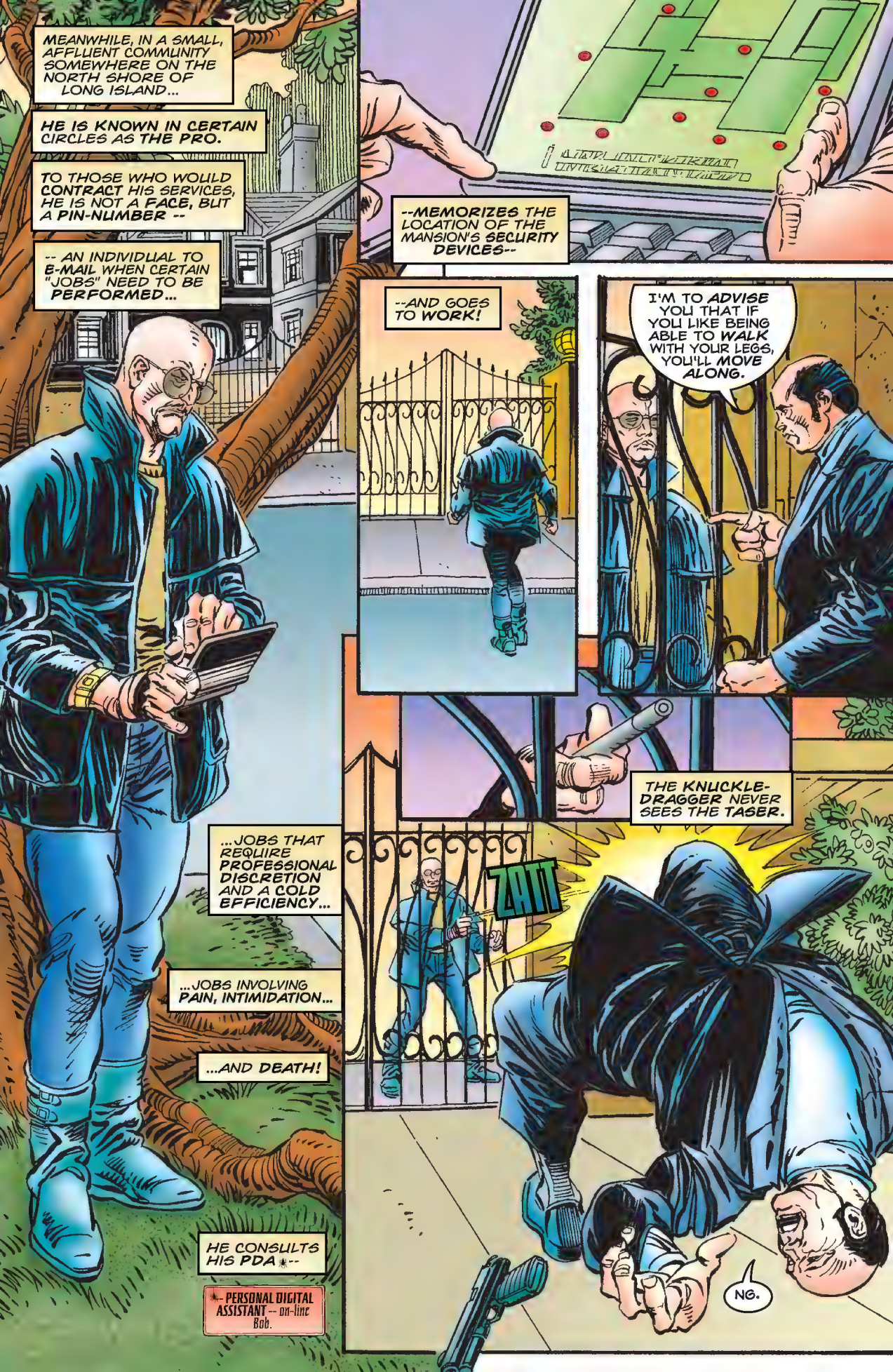
...AND HOPE THE CITY HAS THIS BABY *WELL ANCHORED!*

OKAY... WE'RE HERE...

...PLEASE...


I NEED A DOCTOR!
THIS MAN NEEDS HELP!
FORTY-SEVEN LOOOOOONG MINUTES LATER --
SORRY. IT HELPS ME THINK... AND STAY CALM. HOW IS HE, DOC?
WELL, PHYSICALLY HE'S FINE... HEART... LUNGS... ALL VITAL SIGNALS ARE NORMAL.
FOR ALL INTENTS AND PURPOSES, HE SHOULDN'T BE TAKING UP BED SPACE IN THIS HOSPITAL.
GOOD -- BECAUSE I REALLY NEED TO TALK TO HIM!
BUT --
SEWARD!
SEWARD!
Um... DO YOU HAVE TO DO THAT? IT'S VERY DISTRACTING.

YOU DIDN'T LET ME FINISH.
PHYSICALLY, Dr. TRAINER IS FINE.
MENTALLY--
-- HE IS A TABULA RASA-- A BLANK SLATE.
WE'VE BEEN UNABLE TO PICK UP ANY BRAIN ACTIVITY WHATSOEVER. HE'S CATATONIC. I'M SORRY.
BECAUSE OF THE CIRCUMSTANCES OF HIS ADMISSION, I HAD TO NOTIFY THE AUTHORITIES.
THE POLICE NEED TO QUESTION YOU REGARDING DR. TRAI-
SORRY, DOC--NO CAN DO.
I'M SAVING ALL OF THOSE ANSWERS FOR A BARBARA WALTERS SPECIAL.
CATCH YA LATER!

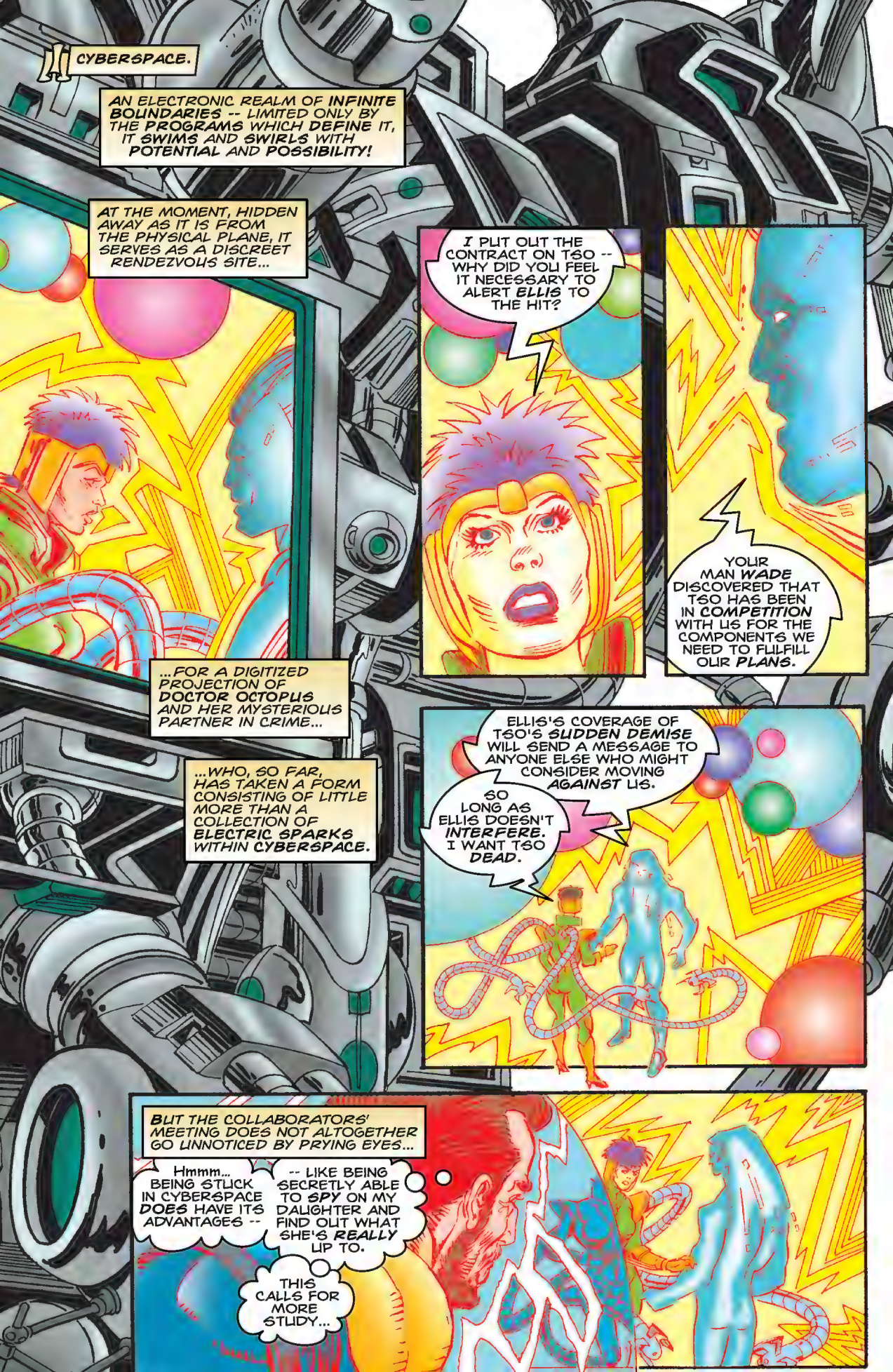

MEANWHILE, IN A SMALL, AFFLUENT COMMUNITY SOMEWHERE ON THE NORTH SHORE OF LONG ISLAND...
HE IS KNOWN IN CERTAIN CIRCLES AS THE PRO.
TO THOSE WHO WOULD CONTRACT HIS SERVICES, HE IS NOT A FACE, BUT A PIN-NUMBER --
-- AN INDIVIDUAL TO E-MAIL WHEN CERTAIN "JOBS" NEED TO BE PERFORMED...
...JOBS THAT REQUIRE PROFESSIONAL DISCRETION AND A COLD EFFICIENCY...
...JOBS INVOLVING PAIN, INTIMIDATION...
...AND DEATH!
HE CONSULTS HIS PDA*--
*-- PERSONAL DIGITAL ASSISTANT -- on-line Bob.
--MEMORIZES THE LOCATION OF THE MANSION'S SECURITY DEVICES--
--AND GOES TO WORK!
I'M TO ADVISE YOU THAT IF YOU LIKE BEING ABLE TO WALK WITH YOUR LEGS, YOU'LL MOVE ALONG.
THE KNUCKLE-DRAGGER NEVER SEES THE TASER.
ZATT
NG.

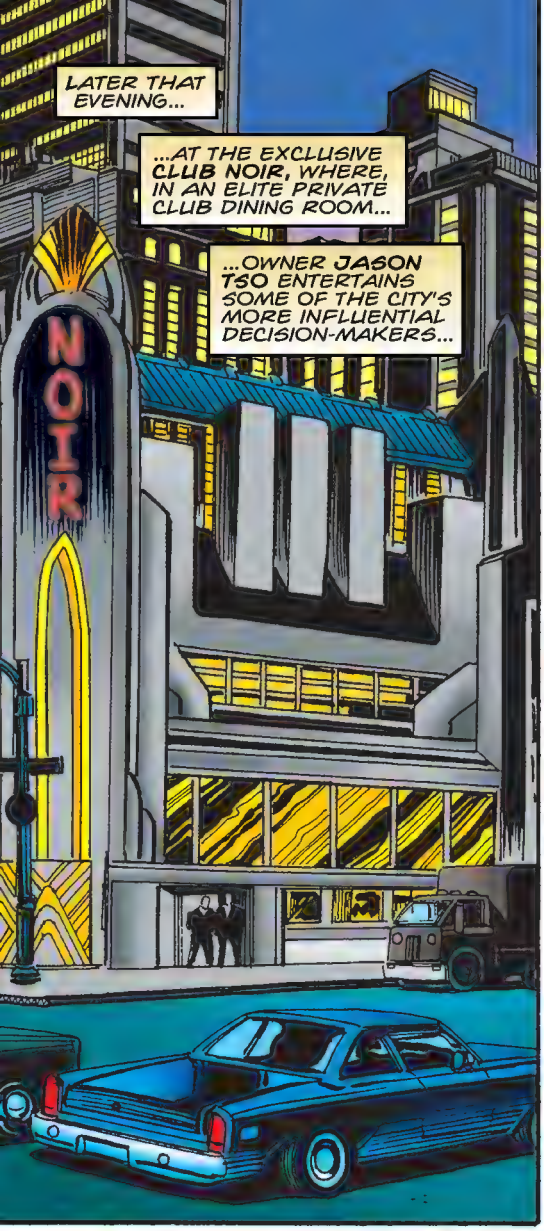
INSIDE --
BREE BREE BREE
WHAT THE --?! THAT'S THE INTERIOR ALARM!
HOW THE BLAZES DID ANYBODY GET PAST THE GATE?!
I DON'T KNOW, Mr. STANISLAW, BUT I CAN TELL YOU THIS --
-- HE STOPS HERE!
CLICK
THE LIGHTS?!?
CLICK
MY -- MY GOD! THEY'RE -- ALL --
DEAD!
NOT DEAD.
I ONLY KILL THOSE I'M PAID TO KILL.
THIS TIME FEEL THE COLD MUZZLE OF THE GUN --
--NEXT TIME, THE HOT LEAD OF THE SLUG.
YOU WILL SHUT DOWN YOUR OPERATION. YOU WILL LEAVE THE COUNTRY.
YOU-- YOU'RE NOT GONNA KILL ME?
WASN'T PAID TO. MAYBE NEXT TIME.
FORTY MINUTES LATER, THE PDA FLASHES WITH A NEW CONTRACT.
THE JOB: TERMINATION.
FITKIN
THE NAME: JASON TSO.

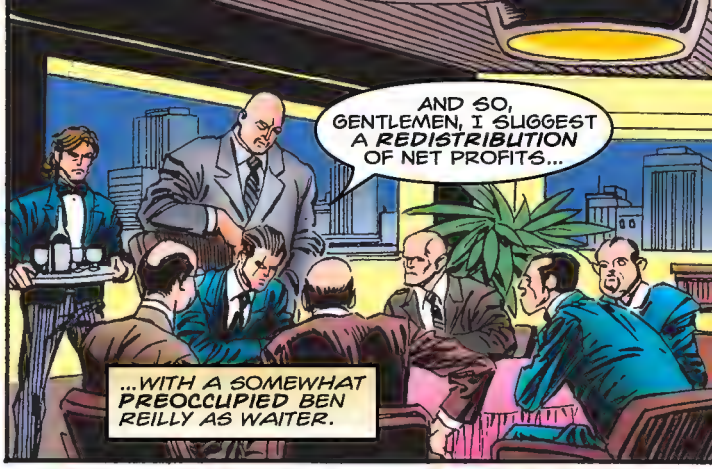
SOMETIME LATER...
IT WAS A GOOD IDEA TO COME HOME...
...WELL, TO SEWARD'S APARTMENT...
...THAT SHOWER GAVE ME A CHANCE TO RELAX -- CLEAR MY HEAD.
I HAVE TO LEARN TO LET GO --
-- AND ACCEPT THE FACT THAT THERE'S NOTHING I CAN DO FOR SEWARD RIGHT NOW EXCEPT WAIT!
I'M ALWAYS SO READY TO TAKE ACTION --
-- BUT SWINGING AROUND THE CITY, SEARCHING FOR DOC OCK, WOULD BE FUTILE! AND FRUSTRATING!
WITHOUT A BETTER LEAD ON HER WHEREABOUTS, IT WOULD JUST BE A WASTE OF TIME!
BETTER FOR ME TO JUST GO TO WORK AND --
--HEY!
IT'S THAT GIRL I MET THE OTHER DAY --*
-- CARRIE!
HEY! LEAVE HER ALONE!
* IN AMAZING SCARLET SPIDER #1, to be exact! -- Bob.

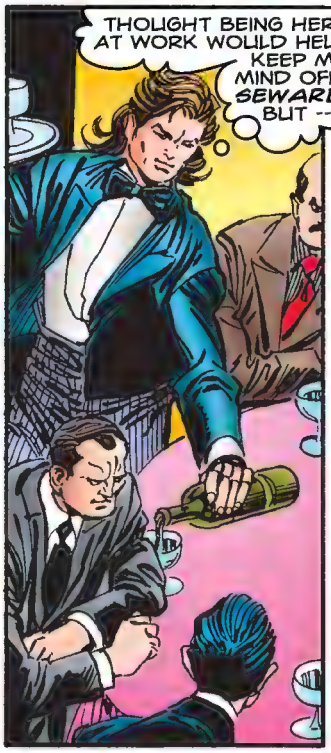
Oh... um...
...NO, BEN -- WAIT!
I SAID... LEAVE HER ALONE!
Huh?!
BEN, THAT'S MY "ASSAILANT'S COSTUME"! FOR THE CLASS I TEACH IN SELF-DEFENSE DOWN AT THE ELLE GYM!
THE "ATTACKER" WEARS IT FOR PROTECTION!
THANKS FOR SAVING ME FROM IT, THOUGH...
Oh... I'M SORRY! I DIDN'T MEAN TO EMBARRASS YOU. ACTUALLY, I THINK IT WAS KIND OF SWEET.
NO... I'M SORRY! I... I...
...WAS SO BUSY WORRYING ABOUT SEWARD, I DIDN'T THINK...
WHY DON'T YOU CHECK OUT MY CLASS SOME NIGHT -- AND WE CAN GO OUT FOR COFFEE AFTER..?
Uh... YEAH -- I'D LIKE THAT...
...I'D LIKE THAT A LOT!

THE CITY ROOM OF THE DAILY BUGLE --
-- THE DESK OF KEN ELLIS --
BEET BEET BEET
BINGO! SOMETHING FROM DONNEGAN! JUST WHAT I WAS WAITING FOR!
NOW THAT I'VE GOT MOST OF MY SOURCES ON-LINE, ALL I'VE GOTTA DO IS SIT BACK AND LET THE INFORMATION POUR IN.
Ah, LIFE IS GOOD! TECHNOLOGY IS GOOD! E-MAIL IS GOOD!
SO, C'MON, BABY --
-- GIMME A PRINT-OUT!
-- I'M SAYING, YIN, THERE'S A FINE LINE BETWEEN JOURNALISM AND ART, AND YOUR PHOTOS...
HEY -- THIS ISN'T FROM DONNEGAN! SOME-ONE ELSE TAPPED INTO --
-- HOLY COW! CAN THIS BE RIGHT?!
THIS SAYS THERE'S GOING TO BE SOME KIND OF BIG PARTY TONIGHT AT THE CLUB NOIR!
AND WITH ALL THESE MOBSTERS ON THE GUEST LIST, IT'S THE KIND A GOOD REPORTER SHOULDN'T MISS!
-- AND IF I WANT ART, I'LL GO TO A MUSEUM!
C'MON, ANGELA -- I GOT A HOT TIP --
-- WE'RE GOING TO DINNER!


CYBERSPACE.
AN ELECTRONIC REALM OF INFINITE BOUNDARIES -- LIMITED ONLY BY THE PROGRAMS WHICH DEFINE IT, IT SWIMS AND SWIRLS WITH POTENTIAL AND POSSIBILITY!
AT THE MOMENT, HIDDEN AWAY AS IT IS FROM THE PHYSICAL PLANE, IT SERVES AS A DISCREET RENDEZVOUS SITE...
...FOR A DIGITIZED PROJECTION OF DOCTOR OCTOPUS AND HER MYSTERIOUS PARTNER IN CRIME...
...WHO, SO FAR, HAS TAKEN A FORM CONSISTING OF LITTLE MORE THAN A COLLECTION OF ELECTRIC SPARKS WITHIN CYBERSPACE.
I PUT OUT THE CONTRACT ON TSO -- WHY DID YOU FEEL IT NECESSARY TO ALERT ELLIS TO THE HIT?
YOUR MAN WADE DISCOVERED THAT TSO HAS BEEN IN COMPETITION WITH US FOR THE COMPONENTS WE NEED TO FULFILL OUR PLANS.
ELLIS'S COVERAGE OF TSO'S SUDDEN DEMISE WILL SEND A MESSAGE TO ANYONE ELSE WHO MIGHT CONSIDER MOVING AGAINST US.
SO LONG AS ELLIS DOESN'T INTERFERE. I WANT TSO DEAD.
BUT THE COLLABORATORS' MEETING DOES NOT ALTOGETHER GO UNNOTICED BY PRYING EYES...
Hmmm... BEING STUCK IN CYBERSPACE DOES HAVE ITS ADVANTAGES --
-- LIKE BEING SECRETLY ABLE TO SPY ON MY DAUGHTER AND FIND OUT WHAT SHE'S REALLY UP TO.
THIS CALLS FOR MORE STUDY...


LATER THAT EVENING...
...AT THE EXCLUSIVE CLUB NOIR, WHERE, IN AN ELITE PRIVATE CLUB DINING ROOM...
...OWNER JASON TSO ENTERTAINS SOME OF THE CITY'S MORE INFLUENTIAL DECISION-MAKERS...
NOIR

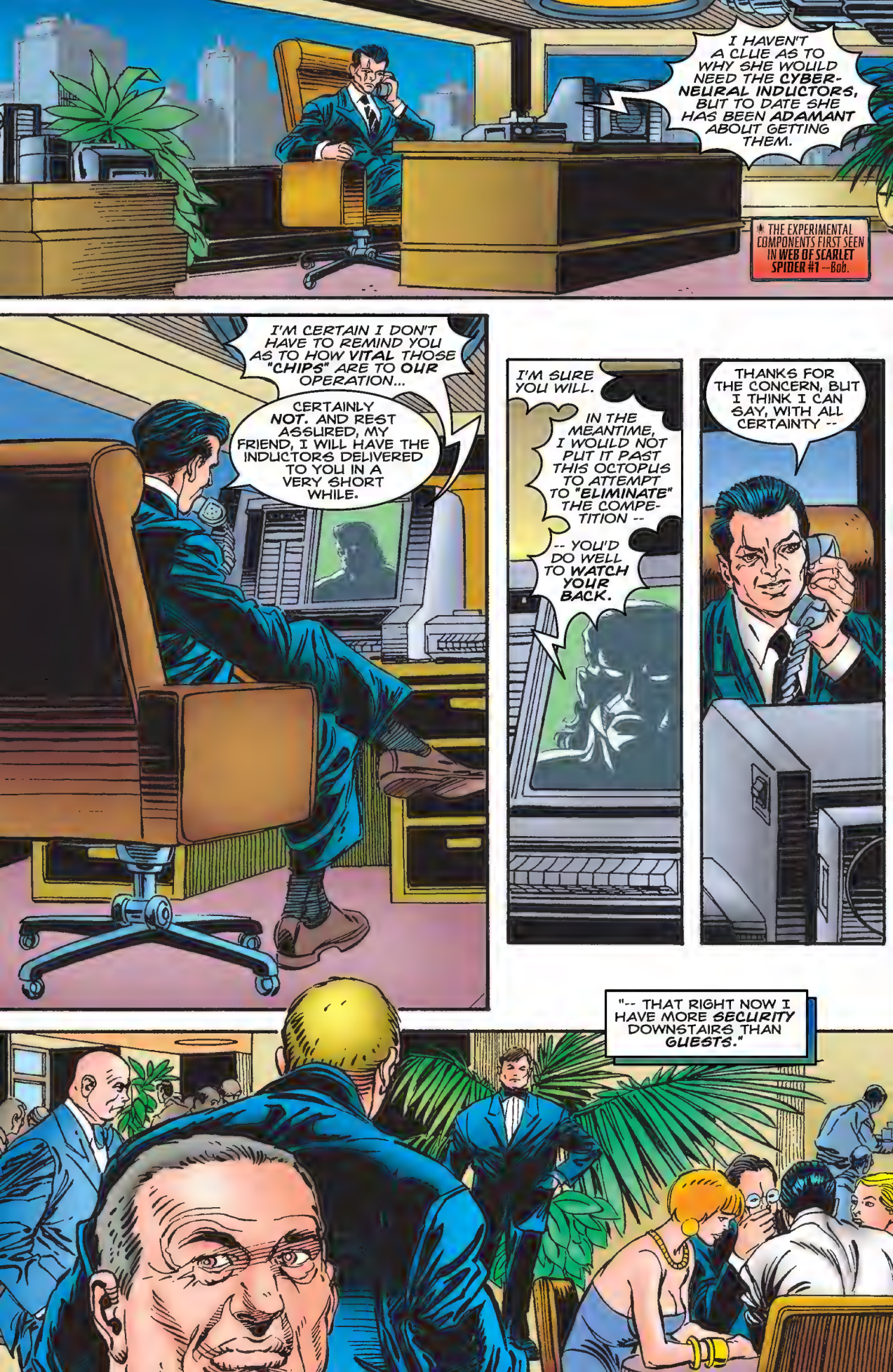

AND SO, GENTLEMEN, I SUGGEST A REDISTRIBUTION OF NET PROFITS...
...WITH A SOMEWHAT PREOCCUPIED BEN REILLY AS WAITER.


THOUGHT BEING HERE AT WORK WOULD HELP KEEP MY MIND OFF SEWARD, BUT --

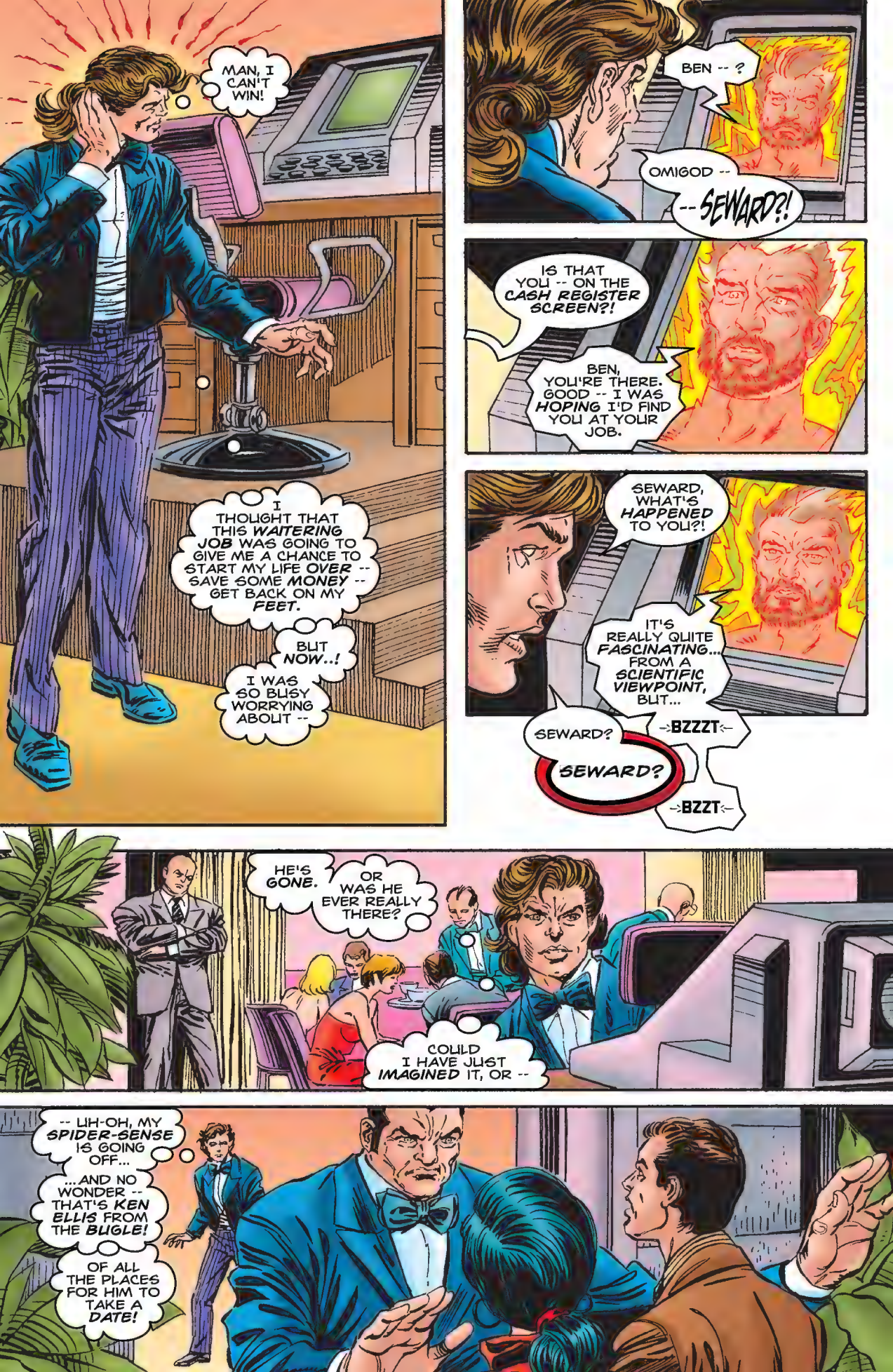
THERE'S A CALL FOR YOU IN YOUR OFFICE, MISTER TSO --
-- THE PRIVATE LINE.
THANK YOU, KANNOR.

GENTLEMEN, IF YOU'LL EXCUSE ME, I --
WHAT?!?
Oh --!
YOU CLUMSY OAF!
KANNOR, TAKE CARE OF THIS, WOULD YOU?

YOU'RE DONE. GET YOUR THINGS TOGETHER AND GET OUT -- NOW!
IT HAS COME TO MY ATTENTION THAT THE ESTEEMED DOCTOR OCTOPUS HAS BECOME AWARE OF YOU.


I HAVEN'T A CLUE AS TO WHY SHE WOULD NEED THE CYBER-NEURAL INDUCTORS, BUT TO DATE SHE HAS BEEN ADAMANT ABOUT GETTING THEM.
* THE EXPERIMENTAL COMPONENTS FIRST SEEN IN WEB OF SCARLET SPIDER #1 --Bob.
I'M CERTAIN I DON'T HAVE TO REMIND YOU AS TO HOW VITAL THOSE "CHIPS" ARE TO OUR OPERATION...
CERTAINLY NOT. AND REST ASSURED, MY FRIEND, I WILL HAVE THE INDUCTORS DELIVERED TO YOU IN A VERY SHORT WHILE.
I'M SURE YOU WILL.
IN THE MEANTIME, I WOULD NOT PUT IT PAST THIS OCTOPUS TO ATTEMPT TO "ELIMINATE" THE COMPE-TITION --
-- YOU'D DO WELL TO WATCH YOUR BACK.
THANKS FOR THE CONCERN, BUT I THINK I CAN SAY, WITH ALL CERTAINTY --
"-- THAT RIGHT NOW I HAVE MORE SECURITY DOWNSTAIRS THAN GUESTS."

MEANWHILE, OUTSIDE, OUT BACK --
...AN' THE BARTENDER SAYS, "HEY -- I TOLDJA BEFORE -- WE DON'T SERVE FOOD HERE!"
Henh heh heh... Oh, MAN, DAT'S A GOOD ONE!
ZZZZAT
CONSCIOUS, BUT IMMOBILE! VERY GOOD, GENTLEMEN.
NOW ALLOW ME TO MAKE THE APPROPRIATE INTRODUCTIONS.
THIS IS A MAGSTAT. FROM A STATIONARY POSITION, IT HAS THE POWER OF A .44 SLUG.
BAM
IT'S DETONATED BY A RECEIVER I CARRY IN MY POCKET.
NOW... LET'S TALK.


MAN, I CAN'T WIN!
I THOUGHT THAT THIS WAITERING JOB WAS GOING TO GIVE ME A CHANCE TO START MY LIFE OVER -- SAVE SOME MONEY -- GET BACK ON MY FEET.
BUT NOW..!
I WAS SO BUSY WORRYING ABOUT --
BEN -- ?
OMIGOD --
-- SEWARD?!
IS THAT YOU -- ON THE CASH REGISTER SCREEN?!
BEN, YOU'RE THERE. GOOD -- I WAS HOPING I'D FIND YOU AT YOUR JOB.
SEWARD, WHAT'S HAPPENED TO YOU?!
IT'S REALLY QUITE FASCINATING... FROM A SCIENTIFIC VIEWPOINT, BUT...
SEWARD?
-BZZZT-
SEWARD?
-BZZT-
HE'S GONE.
OR WAS HE EVER REALLY THERE?
COULD I HAVE JUST IMAGINED IT, OR --
-- UH-OH, MY SPIDER-SENSE IS GOING OFF...
...AND NO WONDER -- THAT'S KEN ELLIS FROM THE BUGLE!
OF ALL THE PLACES FOR HIM TO TAKE A DATE!

Mr. TSO SAYS SHOW THEM IN!
YES. SEND THEM IN.
WHEW -- THAT WAS CLOSE! THE LAST THING I NEED IS TO HAVE A DAILY BUGLE REPORTER MISTAKE ME FOR THE PETER PARKER WHO'S BEEN WORKING AT THE NEWS-PAPER!
SO TELL ME, Mr. ELLIS -- WHY WOULD THE BUGLE HAVE ANY INTEREST IN ME?
YOU TELL ME, TSO.
I GOT A TIP THAT THERE WAS GOING TO BE A MEETING HERE TONIGHT WITH A GUEST LIST THAT READS LIKE THE FBI'S MOST WANTED AND YOU'RE THE HOST!
Mr. ELLIS, I CAN ASSURE YOU --
Uh... Mr. TSO? WE MIGHT HAVE A PROBLEM.
LENNY... CARLO... WHAT'S THIS ALL ABOUT..?

S-SORRY, Mr. TSO...
SOME -- SOME GUY -- HE'S MAKIN' US DO THIS!
HE GOT THE DROP ON US -- WIRED US WITH EXPLOSIVES -- SAID HE'D BLOW OUR HEADS OFF IF WE DIDN'T DO WHAT HE SAID!
CAN'T LET THIS HAPPEN!
KEN AND THAT WOMAN ARE JUST INNOCENT BY-STANDERS --
-- AND WHILE TSO MIGHT BE A WEASEL --
-- HE DOESN'T DESERVE TO GO LIKE THIS!
THOOM
BOOOM

VARGA! GET DAVE AND LEON UP HERE!
THERE GOES TSO!
THERE GOES --
OMIGOD! IT IS...
...PETER PARKER!
HAVE TO PULL A FADE! HOPE THAT NO ONE SEES ME!
LIGHTS OUT! WELL, THAT CAN ONLY HELP!
C'MON, ANGE -- WE GOTTA GET AFTER TSO!
KEN, IS THIS REALLY WORTH IT?
A GOOD STORY IS WORTH ANYTHING!
GOTTA GET MY COSTUME -- AND HOPE NOBODY GETS HURT WHILE I'M CHANGING!

HEY, LET US IN! IT'S ONLY ME AND ANGELA!
HOW DO I KNOW YOU DIDN'T --
KLUD
TIME TO MAKE A PHONE CALL, Mr. TSO.
OCTOPUS!
HELLO, Mr. TSO! I JUST WANTED TO WATCH WHILE MY MAN PUT YOU DOWN. THIS IS WHAT HAPPENS TO PEOPLE WHO RIP ME OFF!
I'LL SEE YOU IN HELL!
CRASH
NOW, NOW -- NOBODY'S GOING TO HELL...

SO -- SPIDER -- ARE YOU IN THE HABIT OF PROTECTING EVERYBODY THESE DAYS? EVEN GARBAGE LIKE TSO?
MAYBE I JUST LIKE MAKING YOUR LIFE HARDER...
YOU! I'LL DOUBLE YOUR FEE IF YOU EXTERMINATE THAT SPIDER, PRO!
TRIPLE.
DONE.
ALL I NEEDED WAS FOR YOU TO MOVE THE GUN --
THUD
-- GIVING ME A CHANCE TO DO THIS!
KE-SSH
HNGH.

HEY -- MR. DANGEROUS!-- IT'S OVER.
IT'S NOT OVER...
"...UNTIL THE CONTRACT IS FULFILLED."
WHOA! KANNOR GOT TSO OUT--
THWIP
"-- BUT THAT STILL LEAVES --"
THWAP
-- ELLIS AND HIS LADYFRIEND!
HAVE TO LEAVE THEM HERE IN THE HALLWAY--
-- THEN GO BACK IN AND CHECKED ON Mr.--
-- GONE!

HEY -- WAIT! SCARLET SPIDER!
WHAT ABOUT AN INTERVIEW..?
HA!
TO THE GUY WHO GAVE ME THAT STUPID, PATHETIC, LAME NAME..?
IN YOUR DREAMS. ELLIS!

MINUTES LATER...
HEY-- WHAT'S THIS...?!
I WAS FIRED... REMEMBER?
AND RIGHTLY SO. AFTER ALL, YOU MADE A LOUSY WAITER...
... THAT'S WHY I'M MAKING YOU ONE OF MY BODYGUARDS! WELCOME TO THE CLUB, KID!
YOU KEEP UP WITH THE KIND OF MOVES YOU SHOWED ME BACK THERE, THERE'S NO TELLING WHERE YOU'LL GO!
WHUH -- WHAT?!
WELCOME YOUR NEW PARTNER, ORLANDO.
A PLEASURE...
MINUTES LATER...
... IF YOU CAN CALL THE PAIN OF A GUY TRYING TO CRUSH EVERY BONE IN YOUR HAND "A PLEASURE!"
TOO BAD WE CAN'T GET THAT SPIDER-GUY ON THE PAYROLL--
I'M TELLING YOU, I OWE BOTH HIM AND YOU... BIG TIME
KID, YOU'RE MY KIND OF PEOPLE!
WHAT HAVE I GOTTEN MYSELF INTO...?!
VIRTUAL MORTALITY CONCLUDES IN THE SPECTACULAR SCARLET SPIDER #7—BE THERE!

SPECTACULAR SCARLET SPIDER #1 NEWSTAND-EDITION COVER

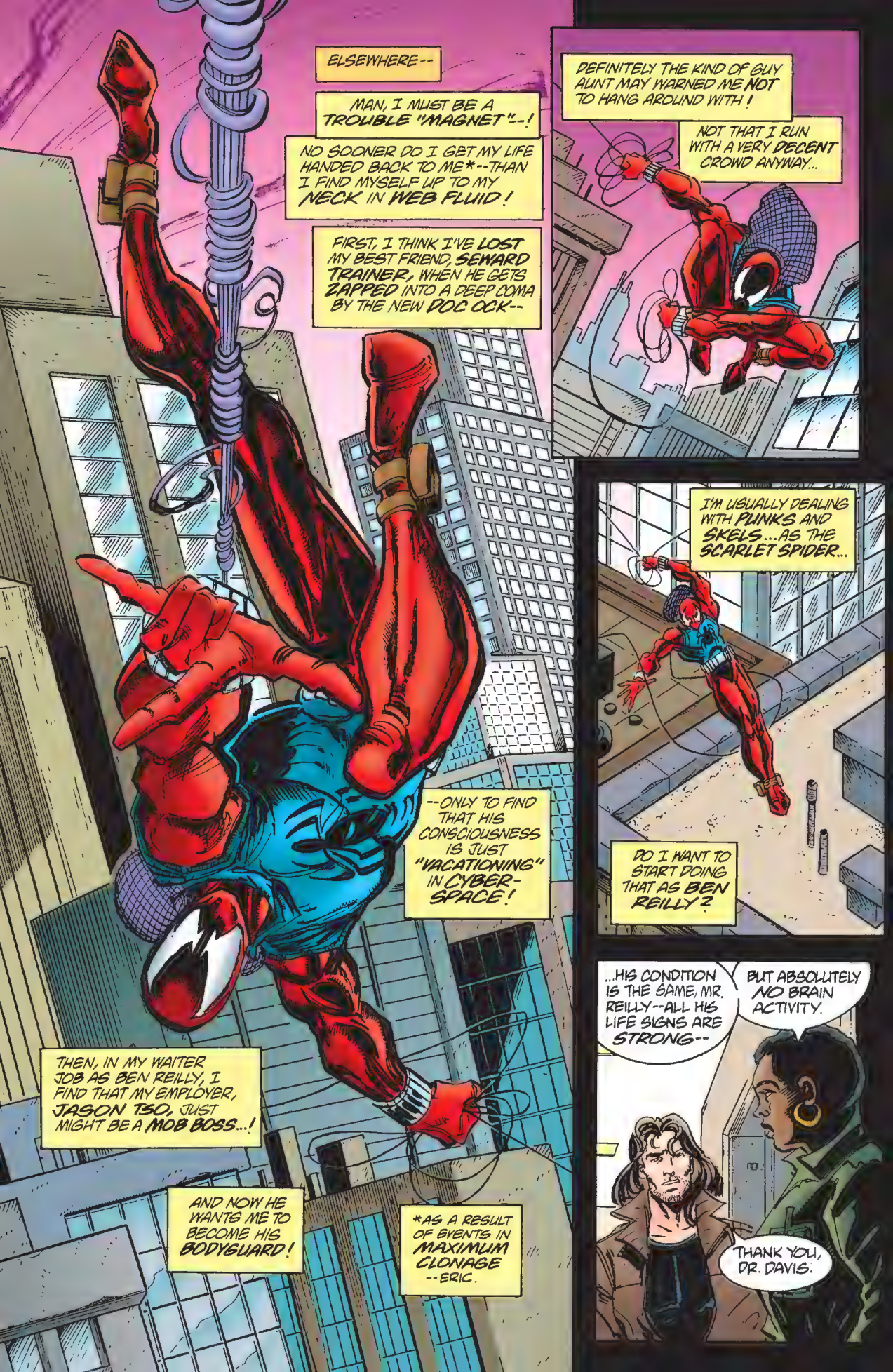
Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly,** and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...**Stan Lee presents: THE SCARLET SPIDER!**
Virtual Mortality Part IV
BETWEEN A ROCK AND A HARD-DRIVE!
WHAT'RE YOU...
...STUPID?!?
"FESTER WAS AN EXCELLENT CHOICE.
"WITH THE STRENGTH AND INVULNERABILITY HE GAINED FROM BEING EXPOSED TO AN IRRADIATED METEOR--
"--ALONG WITH HIS IMPRESSIVE BACKGROUND IN THIEVERY--
"--THE MAN THE WORLD ONCE KNEW AS THE LOOTER HAS PROVEN TO BE THE PERFECT CANDIDATE FOR CYBERNETIC ENHANCEMENT!
WRITER TODD DEZAGO
BREAKDOWNS SAL BUSCEMA
FINISHES JIMMY PALMIOTTI
letters CLEM ROBINS
colors JOHN KALISZ
color separations MALIBU
EDITOR ERIC FEIN
VIRTUAL EDITOR BOB BUDIANSKY

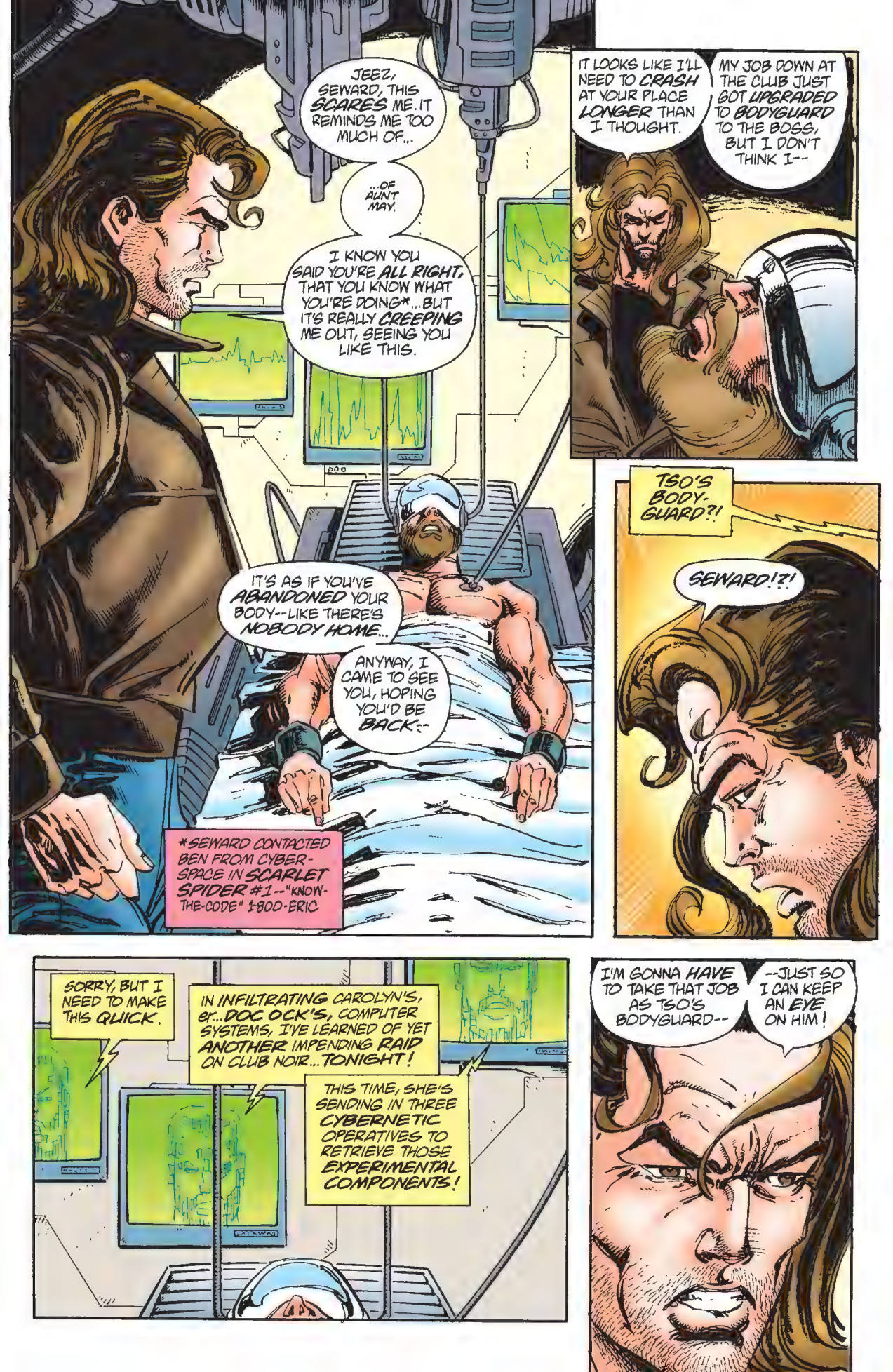
"THE APPARATUS HE'S WEARING NOW NOT ONLY AUGMENTS HIS CONSIDERABLE PHYSICAL STRENGTHS--
"--BUT ALSO ENABLES HIM TO ACCESS AND DISABLE ANY COMPUTERIZED SECURITY SYSTEM!
I COULD SEE THAT ATTACK COMING A MILE AWAY!
THOOM
WE'VE MADE HIM FAR MORE FORMIDABLE THAN HE WAS--
--MORE RESOURCEFUL --MORE DANGEROUS!
AND THE OTHER TWO FARE AS WELL...?
DEFINITELY, AURA'S CYBERNETICS SURROUND HER WITH AN IMPENETRABLE FORCEFIELD--
--AND YET, PUT ON THE OFFENSE, SHE CAN PROJECT THAT FORCEFIELD--
ZUM
"--WITH DEVASTATING RESULTS!
KUNNSH
"OVERRIDE'S CYBERNETIC ARMATURE GIVES HIM THE ABILITY TO "POSSESS" OR MENTALLY ACTIVATE ANY PIECE OF MECHANICAL EQUIPMENT--

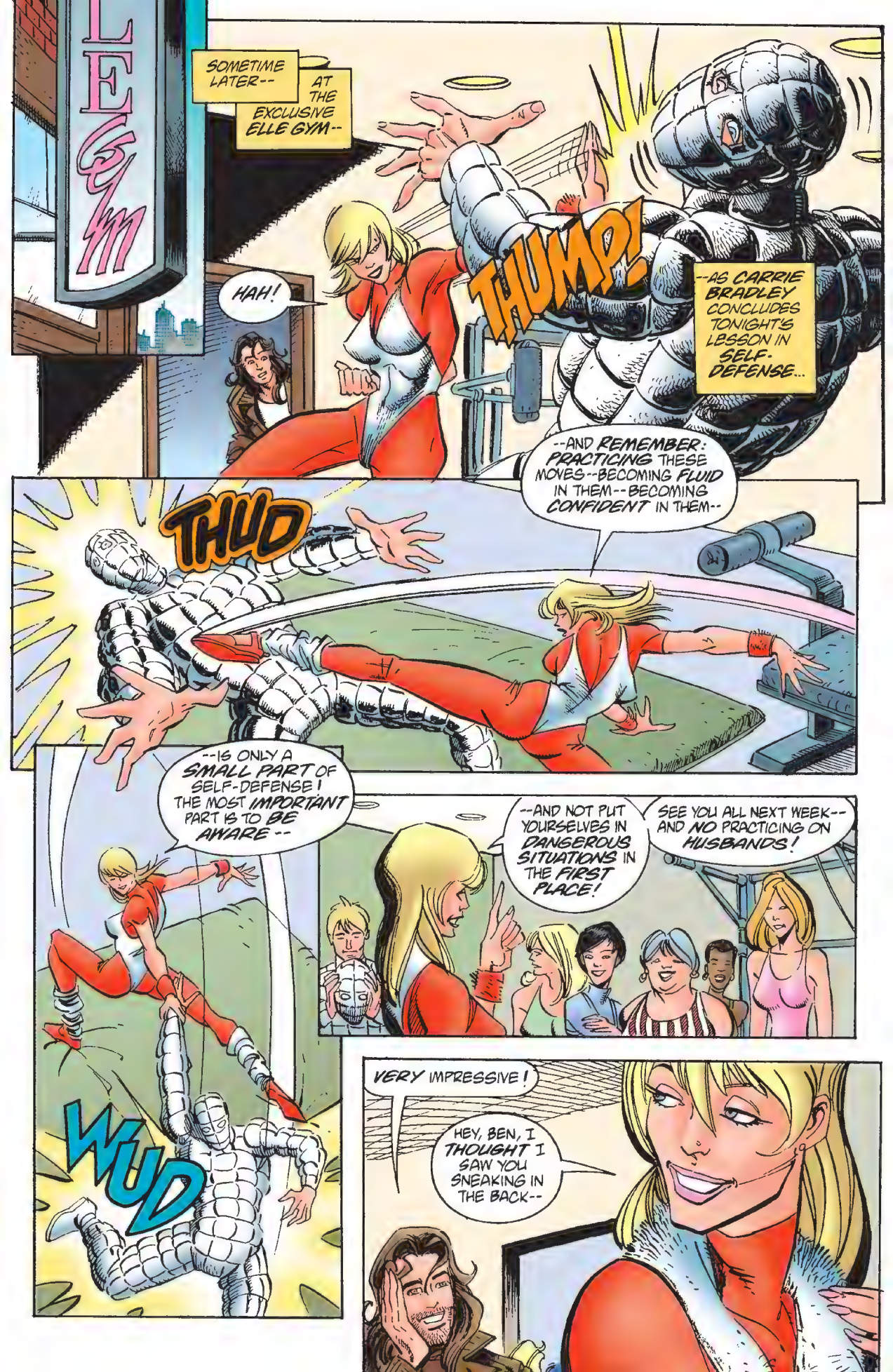
"--AND USE IT TO HIS OWN ADVANTAGE!
THWAMM
NICE GOING, OVER-RIDE--
--THANKS FOR THE AMMO!
NOW, GET READY TO BECOME, LIKE, REALLY SHORT!
OR NOT! YOU'RE FORGETTING, MUSCLE-BOY, THAT I CAN TAKE CONTROL OF ANY MECHANICAL DEVICE--
--INCLUDING YOUR CYBERNETICS!
AND THAT'S THE BALL GAME, FOLKS! HE'S LOCKED UP--
--AND OUT!

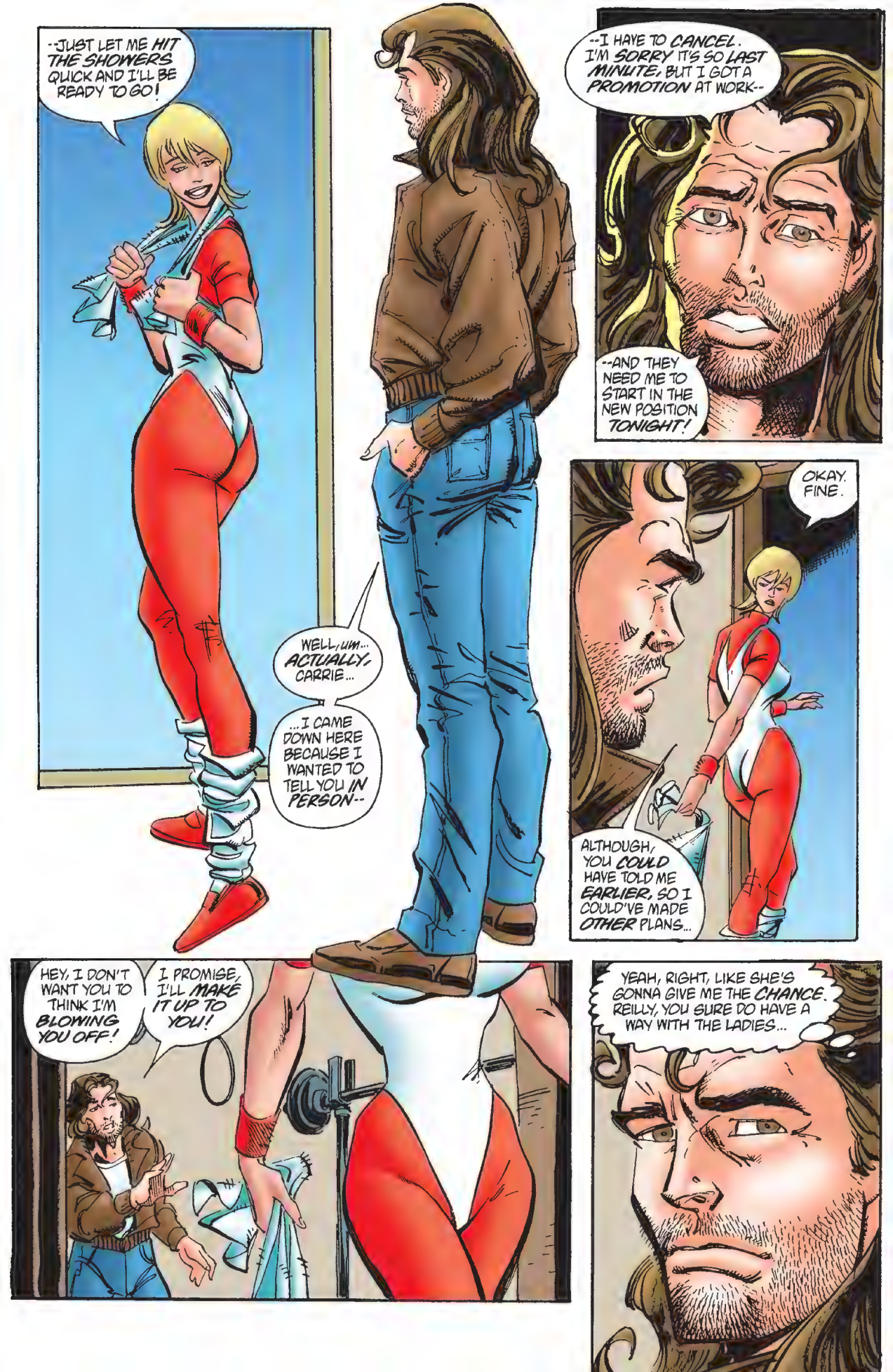
AND YOU FORGET, "PAL"--
SHRK
SHRK
SHK
--I WAS STRONG LONG BEFORE I WAS "WIRED"--
--AND I DON'T NEED ANY CYBER-SUIT--
HOOOSH
--TO DO THIS!
FWANG!
RELAX, GREG --I GOT YOU COVERED.
ZUMM!
THANKS FOR THE SAVE!
IF YOU HADN'T, I THINK I MIGHT HAVE ACTUALLY FELT THAT ONE!
THAT WILL BE ENOUGH!
UH-OH. WE'RE BUSTED!
THE THREE OF YOU HAVE CAUSED ENOUGH PROPERTY DAMAGE FOR NOW--
S
OO
2300
ACCESS
--LET'S SAVE SOME OF THAT FOR LATER. FESTER--TAKE YOUR HEADGEAR TO TECHNICAL FOR REFITTING--

--I WANT YOU ALL IN THE BRIEFING ROOM IN TWENTY, SO WE CAN GO OVER THE PLANS FOR TONIGHT.
TONIGHT...
HIS NAME IS JOE WADE.
HE IS FBI.
HE IS UNDERCOVER.
HE IS, UNDERSTANDABLY, SOMEWHAT NERVOUS.
WITH EVERYTHING THAT OCK'S INVOLVED IN, THE BUREAU WANTS ME TO KEEP AN EYE ON HER-- AND A LOW PROFILE.
--BUT IF THE GOOD DOCTOR IS PLANNING SOME MAJOR FIREWORKS TONIGHT, I'D BETTER LET BRIGGS KNOW WHAT'S GOING DOWN.
ONCE I SET UP THE "WHITE NOISE", I CAN--HUH?!
--OMIGOD! SHE'S ONTO ME!
ALRIGHT, WHAT'S-- JEEZ, JIMMY!
HEY, JOE-- Y'KNOW, DAWTON'S LOOKIN' FOR YA.
OH... THANKS.


ELSEWHERE--
MAN, I MUST BE A TROUBLE "MAGNET"--!
NO SOONER DO I GET MY LIFE HANDED BACK TO ME*--THAN I FIND MYSELF UP TO MY NECK IN WEB FLUID!
FIRST, I THINK I'VE LOST MY BEST FRIEND, SEWARD TRAINER, WHEN HE GETS ZAPPED INTO A DEEP COMA BY THE NEW DOC OCK--
DEFINITELY THE KIND OF GUY AUNT MAY WARNED ME NOT TO HANG AROUND WITH!
NOT THAT I RUN WITH A VERY DECENT CROWD ANYWAY...
I'M USUALLY DEALING WITH PUNKS AND SKELS...AS THE SCARLET SPIDER...
DO I WANT TO START DOING THAT AS BEN REILLY?
--ONLY TO FIND THAT HIS CONSCIOUSNESS IS JUST "VACATIONING" IN CYBER-SPACE!
THEN, IN MY WAITER JOB AS BEN REILLY, I FIND THAT MY EMPLOYER, JASON TSO, JUST MIGHT BE A MOB BOSS...!
AND NOW HE WANTS ME TO BECOME HIS BODYGUARD!
*AS A RESULT OF EVENTS IN MAXIMUM CLONAGE --ERIC.
...HIS CONDITION IS THE SAME, MR. REILLY--ALL HIS LIFE SIGNS ARE STRONG--
BUT ABSOLUTELY NO BRAIN ACTIVITY.
THANK YOU, DR. DAVIS.

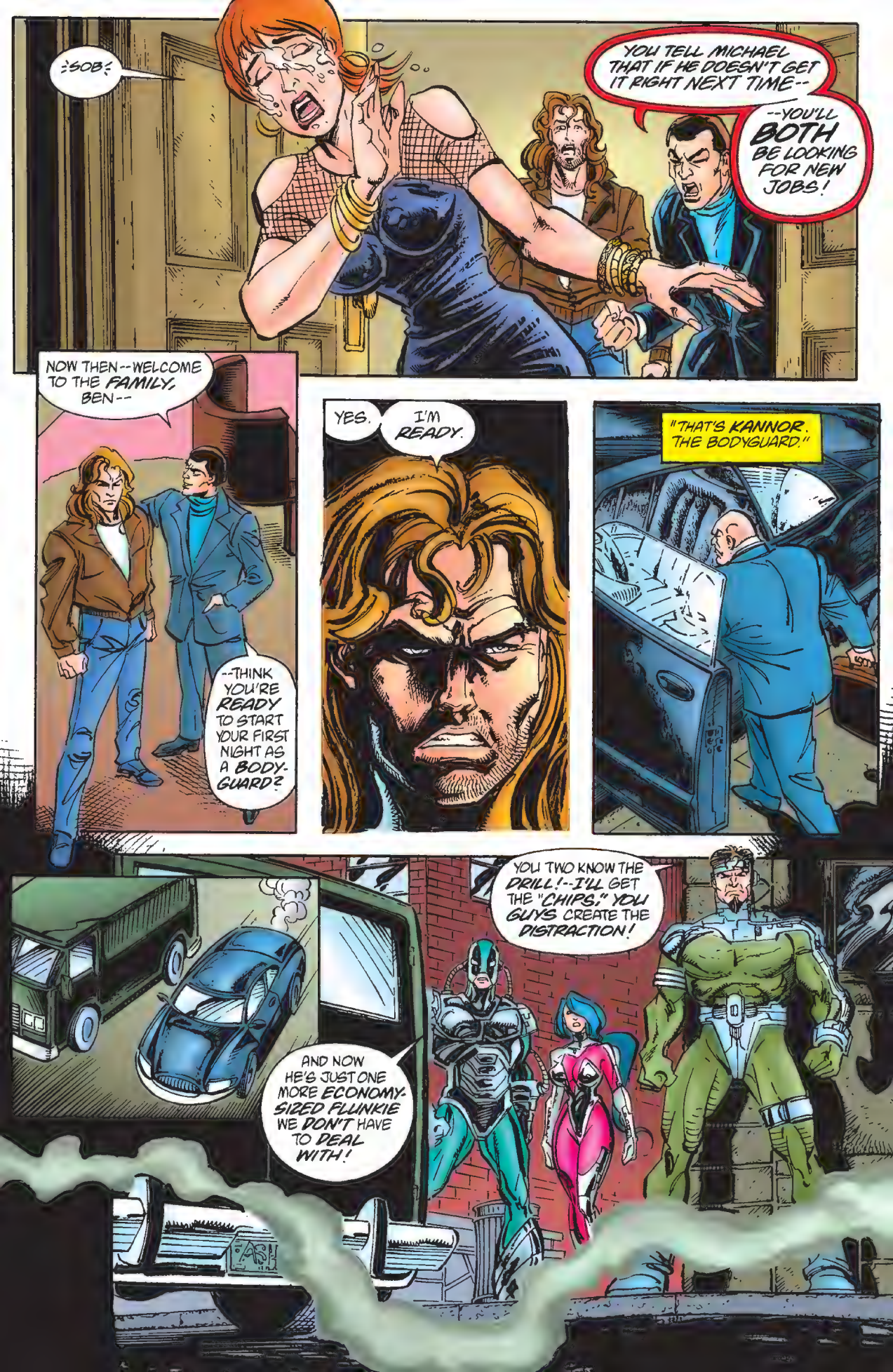

JEEZ, SEWARD, THIS SCARES ME. IT REMINDS ME TOO MUCH OF...
...OF AUNT MAY.
I KNOW YOU SAID YOU'RE ALL RIGHT, THAT YOU KNOW WHAT YOU'RE DOING*...BUT IT'S REALLY CREEPING ME OUT, SEEING YOU LIKE THIS.
IT'S AS IF YOU'VE ABANDONED YOUR BODY--LIKE THERE'S NOBODY HOME...
ANYWAY, I CAME TO SEE YOU, HOPING YOU'D BE BACK--
*SEWARD CONTACTED BEN FROM CYBER-SPACE IN SCARLET SPIDER #1--"KNOW-THE-CODE" 1-800-ERIC
IT LOOKS LIKE I'LL NEED TO CRASH AT YOUR PLACE LONGER THAN I THOUGHT.
MY JOB DOWN AT THE CLUB JUST GOT UPGRADED TO BODYGUARD TO THE BOSS, BUT I DON'T THINK I--
TSO'S BODY-GUARD?!
SEWARD!?!
SORRY, BUT I NEED TO MAKE THIS QUICK.
IN INFILTRATING CAROLYN'S, er...DOC OCK'S, COMPUTER SYSTEMS, I'VE LEARNED OF YET ANOTHER IMPENDING RAID ON CLUB NOIR...TONIGHT!
THIS TIME, SHE'S SENDING IN THREE CYBERNETIC OPERATIVES TO RETRIEVE THOSE EXPERIMENTAL COMPONENTS!
I'M GONNA HAVE TO TAKE THAT JOB AS TSO'S BODYGUARD--
--JUST SO I CAN KEEP AN EYE ON HIM!


SOMETIME LATER--
AT THE EXCLUSIVE ELLE GYM--
ELLE GYM
HAH!
THUMP!
--AS CARRIE BRADLEY CONCLUDES TONIGHT'S LESSON IN SELF-DEFENSE...
--AND REMEMBER: PRACTICING THESE MOVES--BECOMING FLUID IN THEM--BECOMING CONFIDENT IN THEM--
THUD
--IS ONLY A SMALL PART OF SELF-DEFENSE! THE MOST IMPORTANT PART IS TO BE AWARE --
--AND NOT PUT YOURSELVES IN DANGEROUS SITUATIONS IN THE FIRST PLACE!
SEE YOU ALL NEXT WEEK-- AND NO PRACTICING ON HUSBANDS!
WUD
VERY IMPRESSIVE!
HEY, BEN, I THOUGHT I SAW YOU SNEAKING IN THE BACK--


--JUST LET ME HIT THE SHOWERS QUICK AND I'LL BE READY TO GO!
WELL, UM... ACTUALLY, CARRIE...
...I CAME DOWN HERE BECAUSE I WANTED TO TELL YOU IN PERSON--
--I HAVE TO CANCEL. I'M SORRY IT'S SO LAST MINUTE, BUT I GOT A PROMOTION AT WORK--
--AND THEY NEED ME TO START IN THE NEW POSITION TONIGHT!
OKAY. FINE.
ALTHOUGH, YOU COULD HAVE TOLD ME EARLIER, SO I COULD'VE MADE OTHER PLANS...
HEY, I DON'T WANT YOU TO THINK I'M BLOWING YOU OFF!
I PROMISE, I'LL MAKE IT UP TO YOU!
YEAH, RIGHT, LIKE SHE'S GONNA GIVE ME THE CHANCE. REILLY, YOU SURE DO HAVE A WAY WITH THE LADIES...

THE CLUB NOIR.
NOIR
--NOW THAT WE'VE APPROPRIATED THE NECESSARY COMPONENTS, I'LL HAVE ORLANDO DELIVER THEM TO YOUR LAB IMMEDIATELY!
EXCELLENT! I DON'T NEED TO TELL YOU, JASON, HOW ANXIOUS I AM TO GET OUR LITTLE "PROJECT"... ON-LINE...!
I'LL SPEAK WITH YOU LATER.
EXCUSE ME... MR. TSO...? VARGA TOLD ME TO COME RIGHT UP--
VERY GOOD, BEN, VERY GOOD!
JUST HAVE A SEAT AND I'LL BE WITH YOU IN A MOMENT...
...JUST A SMALL MATTER OF BUSINESS THAT NEEDS FINISHING UP.

YOU KNOW WHAT TO DO WITH THESE ... AND YOU KNOW HOW VITAL THEY ARE TO OUR PLANS!
SIMPLY DELIVER THEM AND RETURN.
LET NOTHING HAPPEN TO THEM!
YES SIR!
THAT HAS TO BE THE INDUCTOR CHIPS THAT SEWARD SAID OCK IS AFTER! BUT WHERE IS KANNOR TAKING THEM...?
NO CHANCE OF FOLLOWING H'M--BUT IF I CAN GET A SPIDER-TRACER ON THAT BRIEFCASE...
OH, GREAT!--RACHEL'S BLOCKING MY SHOT... I THERE GOES THAT CHANCE!
HERE'S YOUR DRINK, MR. TSO.
H-HOW IS IT...?
IT'S AWFUL!! I CAN'T EVEN TASTE THE VODKA!
SPISHH!
OOOHH!


:SOB:
YOU TELL MICHAEL THAT IF HE DOESN'T GET IT RIGHT NEXT TIME--
--YOU'LL BOTH BE LOOKING FOR NEW JOBS!
NOW THEN--WELCOME TO THE FAMILY, BEN--
--THINK YOU'RE READY TO START YOUR FIRST NIGHT AS A BODY-GUARD?
YES.
I'M READY.
"THAT'S KANNOR. THE BODYGUARD."
YOU TWO KNOW THE DRILL!--I'LL GET THE "CHIPS," YOU GUYS CREATE THE DISTRACTION!
AND NOW HE'S JUST ONE MORE ECONOMY-SIZED FLUNKIE WE DON'T HAVE TO DEAL WITH!

I DON'T CARE HOW CRAZY AND CHAOTIC IT GETS--
--JUST KEEP ALL THESE MOOKS OCCUPIED!
GOT IT!
HE WANTS US TO MAKE SOME NOISE--
--WE CAN MAKE SOME NOISE!--
--HOW'S THIS?!
VOOOOM
HEY--WHAT HAPPENED TO TH--
YEEOOWW!
SPIDER-SENSE SCREAMING LIKE A SIREN!
WHAT--

KRAASSH
JOEY, GET THE BOYS!
GOOD EVENING, FOLKS--
--TONIGHT'S PANDEMONIUM IS BROUGHT TO YOU BY...US! I'M CALLED OVERRIDE--
'CAUSE THAT'S WHAT I DO!
HE'S BYPASSED THE SECURITY SYSTEM--
--HE'S SEALED THE DOORS SHUT!
...NOW TO ACCESS THE VAULT COMPUTER...

THIS IS MESSED UP!
THESE PEOPLE ARE TRAPPED --PANICKED--
AND THE SCARLET SPIDER CAN'T HELP THEM, 'CAUSE I'M TOO BUSY PLAYING BODYGUA--
..HUH?!
KRRRK
THAT SHOULD DO IT...
MR. TSO-- LOOK OUT!
HURK!
KA-CHOOM
MY GOD, BEN, YOU SAVED US! YOU--
...BEN...?

CHOO CHING
PWING
SHE'S GOT SOME KINDA FORCEFIELD'R SOMETHIN'!
BOY-- DETECTIVE SCHOOL WASN'T WASTED ON YOU GUYS, WAS IT?
FIRST THINGS FIRST! TSO IS TRAPPED BEHIND A WALL OF RUBBLE IN THE CLOAK ROOM--
--BUT THESE INNOCENT CUSTOMERS ARE TRAPPED IN HERE, WITH FALLING DEBRIS AND FLYING BULLETS!
POWPOWPOW
SO LET'S SEE IF SOME SUPER-COOL SPIDER-STRENGTH--
KRUNCH
"--CAN GIVE THEM THE EXIT THEY NEED!"

HEY--MY GUN'S JAMMED'R SOMETHIN'!
I OVERRODE THEM, EINSTEIN--
MINE, TOO! WHAT HAPPENED...?!
--AND AS IF THAT WASN'T ENOUGH FUN--
--IF I GIVE A POWER SURGE TO THE CEILING FANS...!
KLUD
MEANWHILE...
OKAY. THAT GOT MOST OF THE PAYING CUSTOMERS OUT OF THE WAY--
NOW LET'S SEE HOW IMPENETRABLE THIS FORCEFIELD REALLY--
"...THEY SPIN THEMSELVES RIGHT OUT OF THEIR HOUSINGS!"
--IS!
THWAAK
I GUESS THE ANSWER IS "VERY!"
IT CAN EASILY TAKE ANY PUNISHMENT YOU DISH OUT! YOU'LL NEVER TOUCH ME!
FAM
THEN MAYBE THAT'S NOT WHAT I WANT TO DO...!

...MAYBE WITH A LITTLE IMPACT WEBBING...
THWUP THWUP THWUP
...AND I'M OUTTA HERE!
THWIP
HOPE YOU'RE NOT CLAUSTROPHOBIC!
OH--AND I WOULDN'T TURN THAT FORCEFIELD OFF RIGHT NOW, IF I WERE YOU...!
THWIP
...WHAT DO YOU MEAN EMPTY?! THOSE COMPONENTS HAVE TO BE THERE!...
TEAR THE PLACE APART IF YOU HAVE TO, BUT FIND THOSE CHIPS--
--OR ELSE!
NOW TO--HUH?!
WEB-SHOOTERS HAVE GONE CRAZY!
BOTH OF THEM, OUT OF CONTROL-- UNLOADING WEB-FLUID EVERYWHERE!!--
I CAN'T STOP IT!
NOW THAT'S INTERESTING...!
ALL I DID WAS OPEN THE VALVES SO YOU CAN'T STOP SHOOTING 'TIL YOU RUN OUT.
HA! YOU MIGHT EVEN DROWN IN THAT GUNK!
WELL, IF I CAN'T STOP SHOOTING...
WHY DON'T YOU CHEW ON THESE!
THWIT
THWIT
THWIT

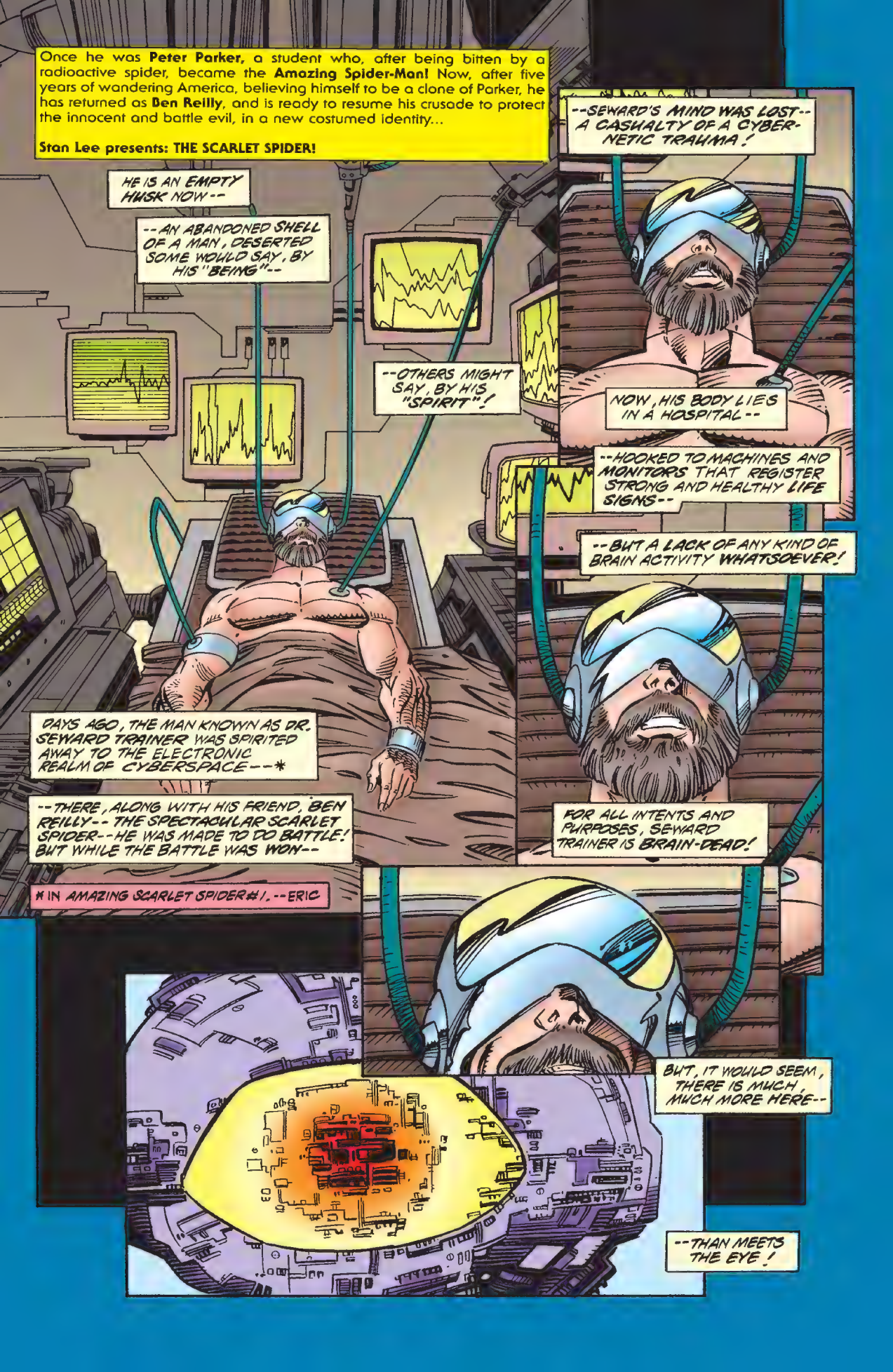
THAT TAKES CARE OF OVERRIDE, BUT--
WAIT A MINUTE! SEWARD SAID THERE WERE THREE OF THEM!
WHERE'S THE THIRD GUY?!
AURA! OVERRIDE!
THE CHIPS WEREN'T IN THE VAULT! WE'VE GOTTA--
SPAK
OFF ME, YOU--
WHAPT
--SPIDER-MAN?!?
WHAM
TIME FOR THE LOOTER TO GET A LITTLE PAYBACK!
...LOOTER...
...THE LOOTER...?

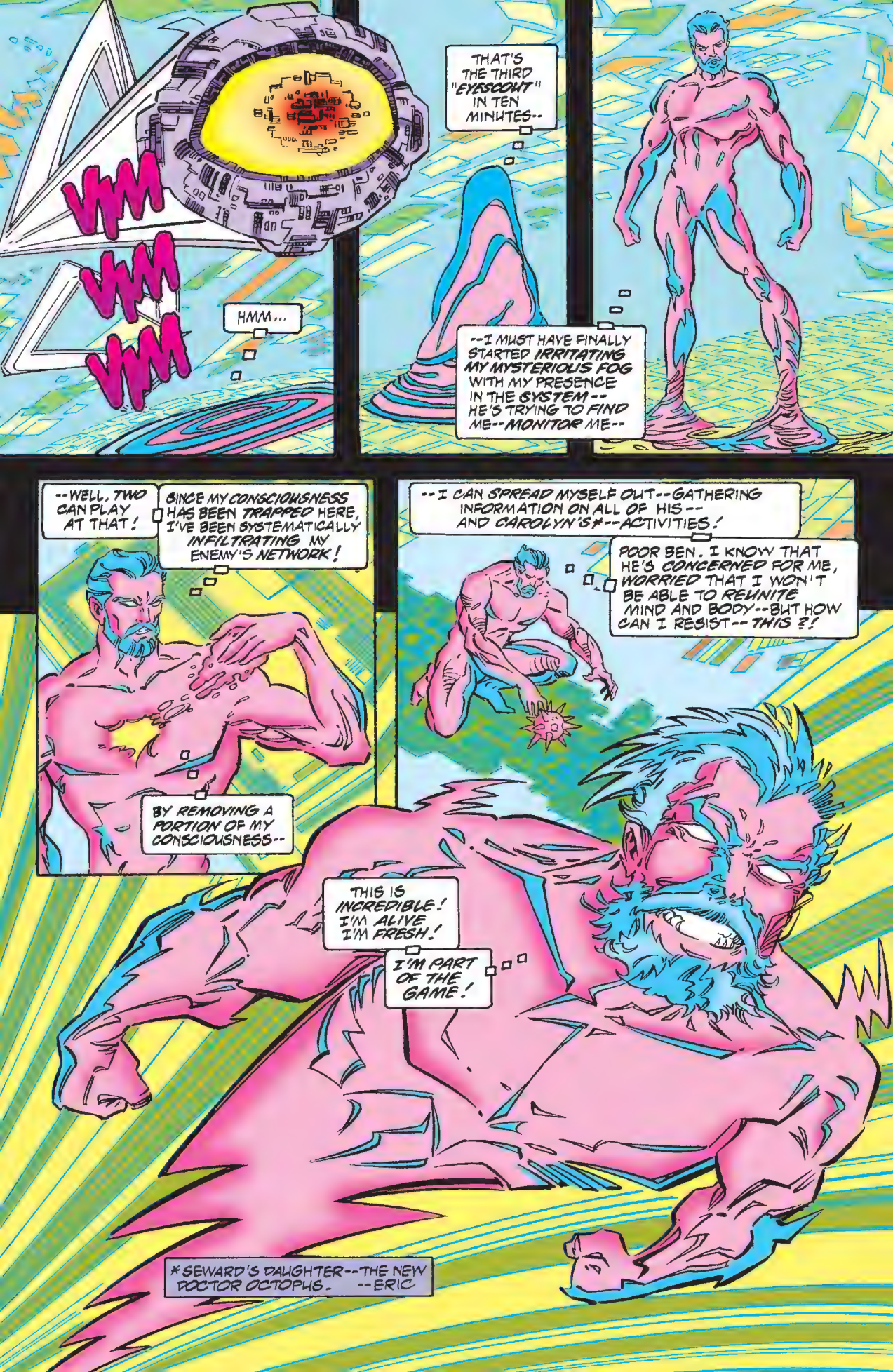
HE THINKS I'M SPIDER-MAN...PETER...AND I GUESS I AM...er... WAS...?
WHAT-EVER...!
I'VE BEEN WAITING A LONG TIME FOR THIS, BUG!
THRAT!
OLD TRICK FOR AN OLD FOE!
GAH!
GRAAHH!
SORRY, LOOT-- I'M NOT WHO YOU THINK I AM... KINDA.
BUT I REMEMBER YOU!
HERE, LET ME SHOW YOU SOMETHING I LEARNED TODAY IN SELF-DEFENSE CLASS!
CHOK!

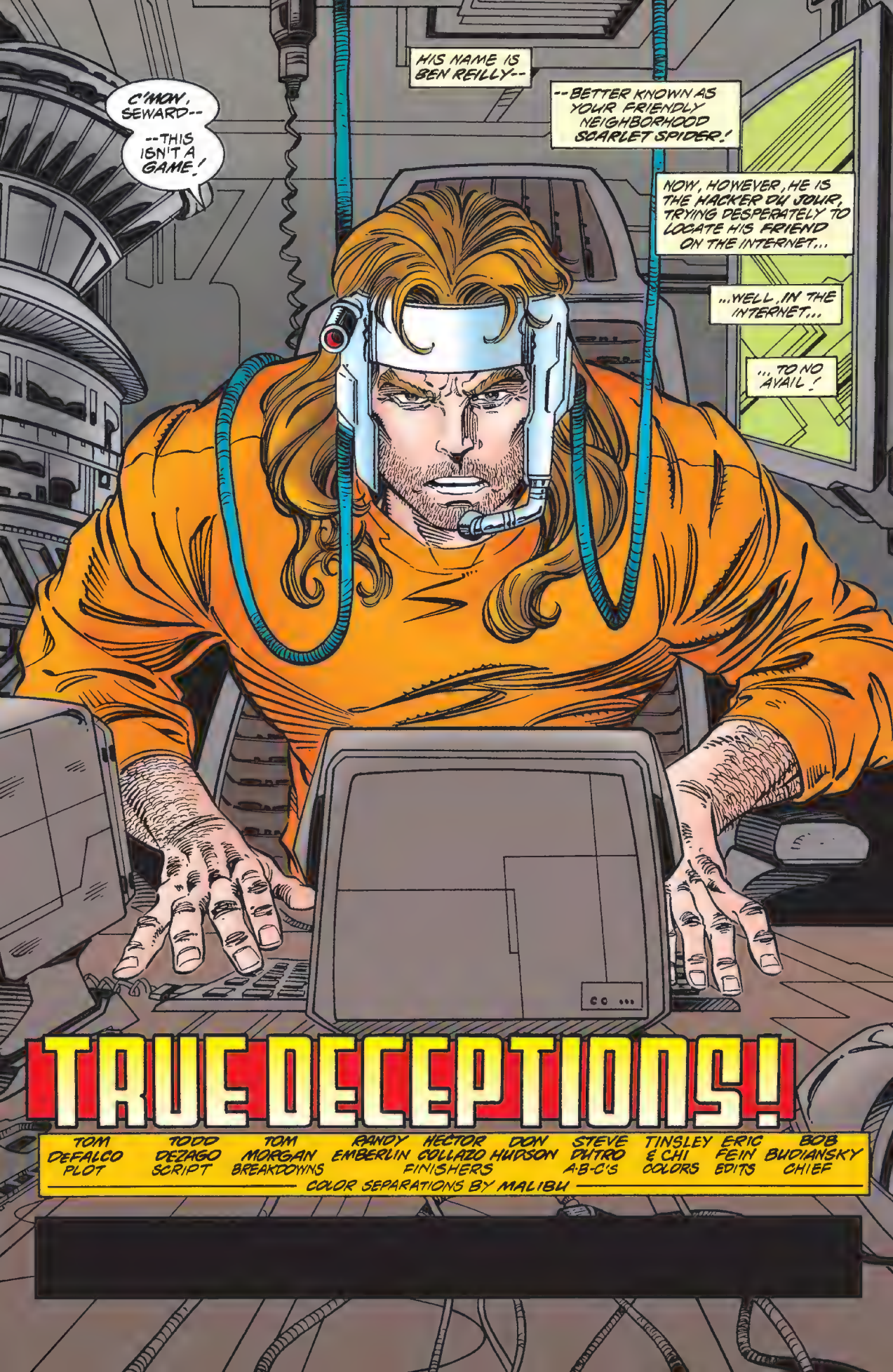
SMASH!
MIXING IT UP WITH YOU ISN'T IN MY CONTRACT, SO--
THAT PILLAR...!
HE'S GONNA BRING THE ROOF DOWN ON THESE PEOPLE--
--KNOWING THAT, BY THE TIME I TAKE CARE OF THIS--
THWIP
THWIP
--HE AND HIS "HOMEBOYS" WILL BE LONG GONE!
MR. TSO, ARE YOU ALL RIGHT?!
IT WAS REILLY, HE SAVED MY LIFE, BUT HE--
RIGHT HERE, MR. TSO. I GOT LUCKY! I WAS SHIELDED FROM THE CAVE-IN BY A FALLEN BEAM--
LUCKY FOR ME, KID! YOU WERE AMAZING! YOU'RE DOING AN EXCELLENT JOB--
--KEEP IT UP!
GREAT! I'M DOING EXCELLENT IN A JOB THAT I HATE-- WORKING FOR A GUY I DON'T LIKE--
--AND I DON'T EVEN KNOW WHERE THE CHIPS--THE REASON I TOOK THE JOB IN THE FIRST PLACE-- ARE!

WE HAD A SLIGHT DISTURBANCE HERE AT THE CLUB TONIGHT--NOTHING WE COULDN'T HANDLE--
--OCTOPUS MADE A PLAY FOR THE CHIPS AFTER KANNOR HAD ALREADY LEFT--
I TRUST THEY MET WITH YOUR APPROVAL...?
OH--BY ALL MEANS!
NOW THAT THE CYBERNEURAL INDUCTORS ARE IN PLACE--
--IT'S TIME FOR ALISTAIR SMYTHE TO TAKE HIS ALL NEW CYBERSLAYERS ON A LITTLE FIELD TEST!
SMYTHE IS DR. OCTOPUS! SCARLET SPIDER CAUGHT IN THE MIDDLE! IT ALL STARTS IN WEB OF THE SCARLET SPIDER #2--
CYBERWAR!!

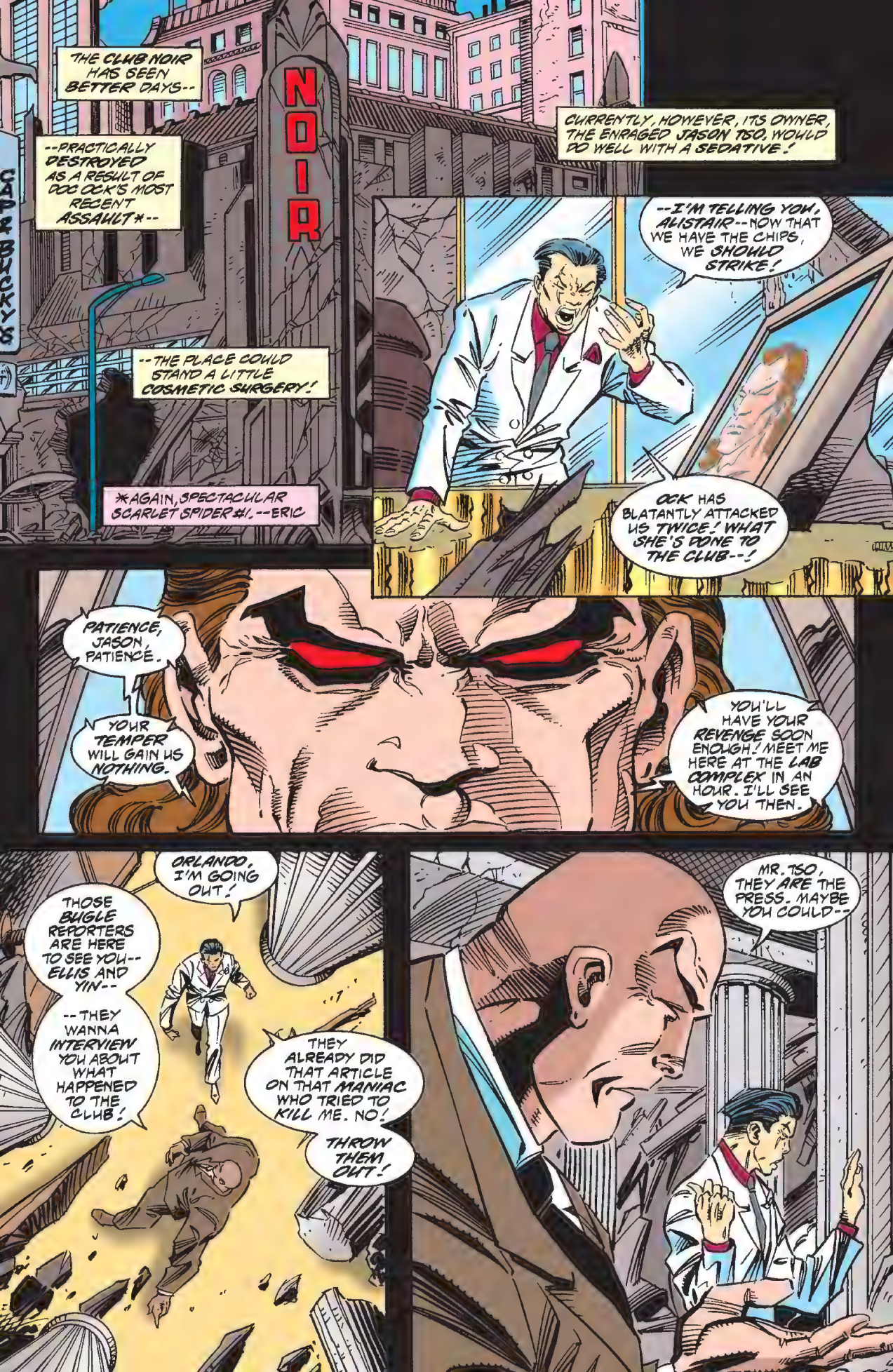
WEB OF SCARLET SPIDER #2 NEWSTAND-EDITION COVER


Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...
Stan Lee presents: THE SCARLET SPIDER!
HE IS AN EMPTY HUSK NOW--
--AN ABANDONED SHELL OF A MAN, DESERTED SOME WOULD SAY, BY HIS "BEING"--
--OTHERS MIGHT SAY, BY HIS "SPIRIT"!
--SEWARD'S MIND WAS LOST-- A CASUALTY OF A CYBER-NETIC TRAUMA!
NOW, HIS BODY LIES IN A HOSPITAL--
--HOOKED TO MACHINES AND MONITORS THAT REGISTER STRONG AND HEALTHY LIFE SIGNS--
--BUT A LACK OF ANY KIND OF BRAIN ACTIVITY WHATSOEVER!
DAYS AGO, THE MAN KNOWN AS DR. SEWARD TRAINER WAS SPIRITED AWAY TO THE ELECTRONIC REALM OF CYBERSPACE--*
--THERE, ALONG WITH HIS FRIEND, BEN REILLY-- THE SPECTACULAR SCARLET SPIDER--HE WAS MADE TO DO BATTLE! BUT WHILE THE BATTLE WAS WON--
FOR ALL INTENTS AND PURPOSES, SEWARD TRAINER IS BRAIN-DEAD!
* IN AMAZING SCARLET SPIDER #1, --ERIC
BUT, IT WOULD SEEM, THERE IS MUCH, MUCH MORE HERE--
--THAN MEETS THE EYE!


VMM
VMM
VMM
HMM...
THAT'S THE THIRD "EYESCOUT" IN TEN MINUTES--
--I MUST HAVE FINALLY STARTED IRRITATING MY MYSTERIOUS FOG WITH MY PRESENCE IN THE SYSTEM -- HE'S TRYING TO FIND ME--MONITOR ME--
--WELL, TWO CAN PLAY AT THAT!
SINCE MY CONSCIOUSNESS HAS BEEN TRAPPED HERE, I'VE BEEN SYSTEMATICALLY INFILTRATING MY ENEMY'S NETWORK!
BY REMOVING A PORTION OF MY CONSCIOUSNESS--
--I CAN SPREAD MYSELF OUT--GATHERING INFORMATION ON ALL OF HIS-- AND CAROLYN'S*--ACTIVITIES!
POOR BEN. I KNOW THAT HE'S CONCERNED FOR ME, WORRIED THAT I WON'T BE ABLE TO REUNITE MIND AND BODY--BUT HOW CAN I RESIST--THIS?!
THIS IS INCREDIBLE! I'M ALIVE I'M FRESH!
I'M PART OF THE GAME!
*SEWARD'S DAUGHTER--THE NEW DOCTOR OCTOPUS. --ERIC


HIS NAME IS BEN REILLY--
--BETTER KNOWN AS YOUR FRIENDLY NEIGHBORHOOD SCARLET SPIDER!
NOW, HOWEVER, HE IS THE HACKER DU JOUR, TRYING DESPERATELY TO LOCATE HIS FRIEND ON THE INTERNET...
...WELL, IN THE INTERNET...
...TO NO AVAIL!
C'MON, SEWARD--
--THIS ISN'T A GAME!
TRUE DECEPTIONS!
TOM DEFALCO PLOT
TODD DEZAGO SCRIPT
TOM MORGAN BREAKDOWNS
RANDY EMBERLIN HECTOR COLLAZO DON HUDSON FINISHERS
STEVE DITKO A-B-C's
TINSLEY & CHI COLORS
ERIC FEIN EDITS
BOB BUDIANSKY CHIEF
COLOR SEPARATIONS BY MALIBU

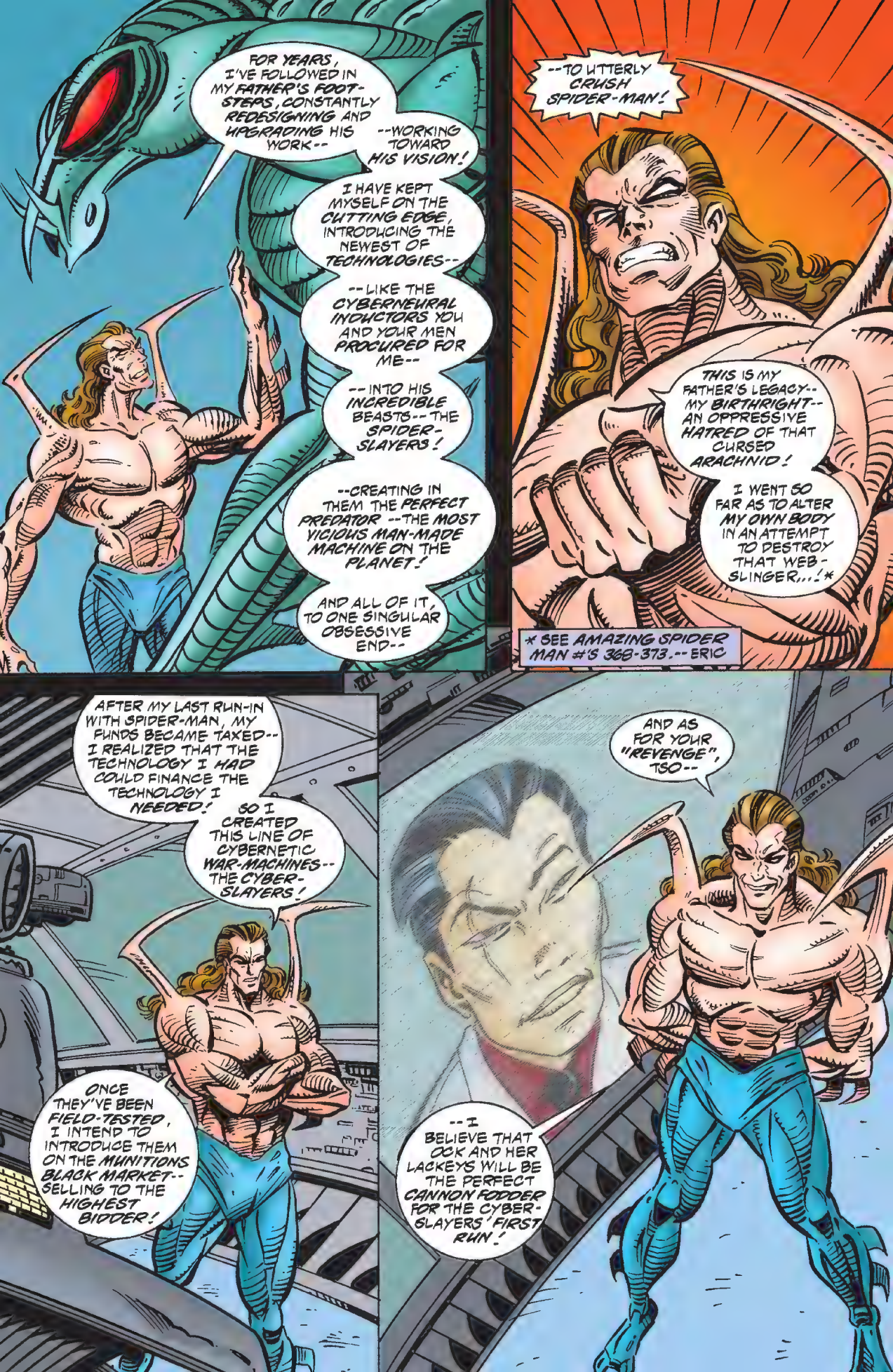
WELL, I KNOW YOU'RE IN THERE SOMEWHERE--
--I JUST HOPE YOU KNOW WHAT YOU'RE DOING!
EACH TIME SEWARD'S CONTACTED ME, HE'S BEEN SO BRIEF--SO RUSHED--I HAVEN'T HAD A CHANCE TO TALK TO HIM.
AND I CAN'T SHAKE THIS FEELING THAT HE'S IN DANGER--THAT THE LONGER HE'S SEPARATED FROM HIS BODY--
--THE LESS CHANCE HE HAS OF GETTING BACK IN IT.
BUT HE SEEMS SO FASCINATED--INTOXICATED WITH HIS SITUATION--
--THAT IT LOOKS LIKE I'M THE ONLY ONE WHO'S SWEATING IT!
WELL, SEWARD, I'LL TRY YOU AGAIN LATER.
I'M OFF TO THE JOB I DON'T LIKE--
--WORKING AS A BODYGUARD FOR A GUY I DON'T LIKE--
--WHO APPEARS TO HAVE STARTED A GANG WAR WITH DOC OCK--
--WHO I DON'T LIKE--
--BECAUSE THEY'RE BOTH TRYING TO STEAL THE SAME EXPERIMENTAL COMPUTER CHIPS!
AND Y'KNOW, I'M REALLY STARTING NOT TO LIKE THOSE CHIPS!
SO, BASICALLY, EVERYTHING I'M DOING TO CHANGE MY LIFE--TO START OVER FRESH--I DON'T LIKE! HOW DO I GET MYSELF INTO THESE THINGS...?
CARRIE'S APARTMENT... MAYBE I SHOULD...
NAH. SHE'S PROBABLY STILL MAD 'CAUSE I HAD TO BAG OUR DATE LAST NIGHT*--I PROMISED I'D MAKE IT UP TO HER--
--IF SHE'S EVEN TALKING TO ME, THAT IS.
*SEE SPECTACULAR SCARLET SPIDER #1.--ERIC

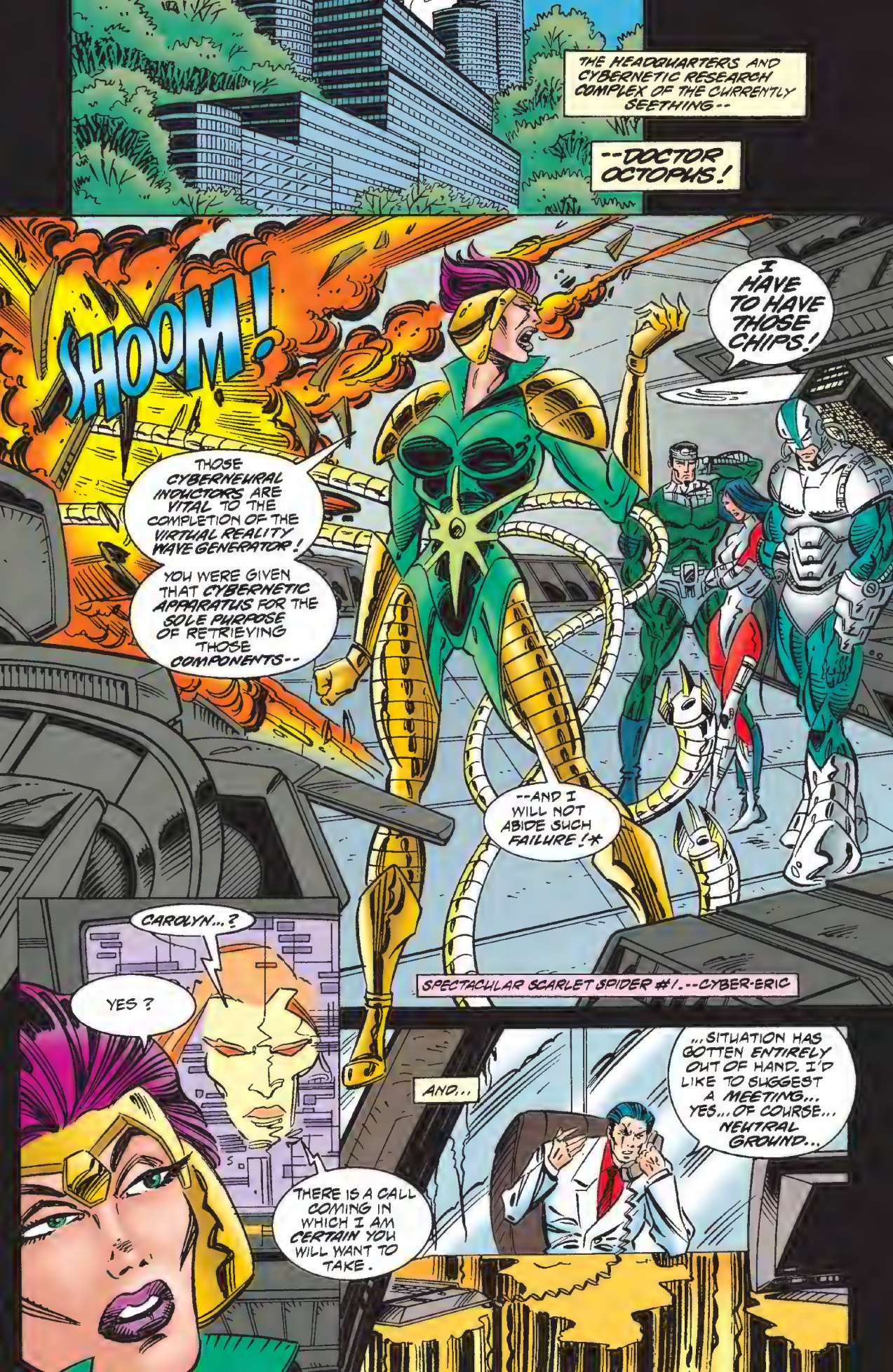

THE CLUB NOIR HAS SEEN BETTER DAYS--
--PRACTICALLY DESTROYED AS A RESULT OF DOC OCK'S MOST RECENT ASSAULT*--
--THE PLACE COULD STAND A LITTLE COSMETIC SURGERY!
*AGAIN, SPECTACULAR SCARLET SPIDER #1. --ERIC
NOIR
CAP & BUCKY'S
CURRENTLY, HOWEVER, ITS OWNER, THE ENRAGED JASON TSO, WOULD DO WELL WITH A SEDATIVE!
--I'M TELLING YOU, ALISTAIR--NOW THAT WE HAVE THE CHIPS, WE SHOULD STRIKE!
OCK HAS BLATANTLY ATTACKED US TWICE! WHAT SHE'S DONE TO THE CLUB--!
PATIENCE, JASON, PATIENCE.
YOUR TEMPER WILL GAIN US NOTHING.
YOU'LL HAVE YOUR REVENGE SOON ENOUGH! MEET ME HERE AT THE LAB COMPLEX IN AN HOUR. I'LL SEE YOU THEN.
ORLANDO, I'M GOING OUT!
THOSE BUGLE REPORTERS ARE HERE TO SEE YOU--ELLIS AND YIN--
--THEY WANNA INTERVIEW YOU ABOUT WHAT HAPPENED TO THE CLUB!
THEY ALREADY DID THAT ARTICLE ON THAT MANIAC WHO TRIED TO KILL ME. NO!
THROW THEM OUT!
MR. TSO, THEY ARE THE PRESS. MAYBE YOU COULD--

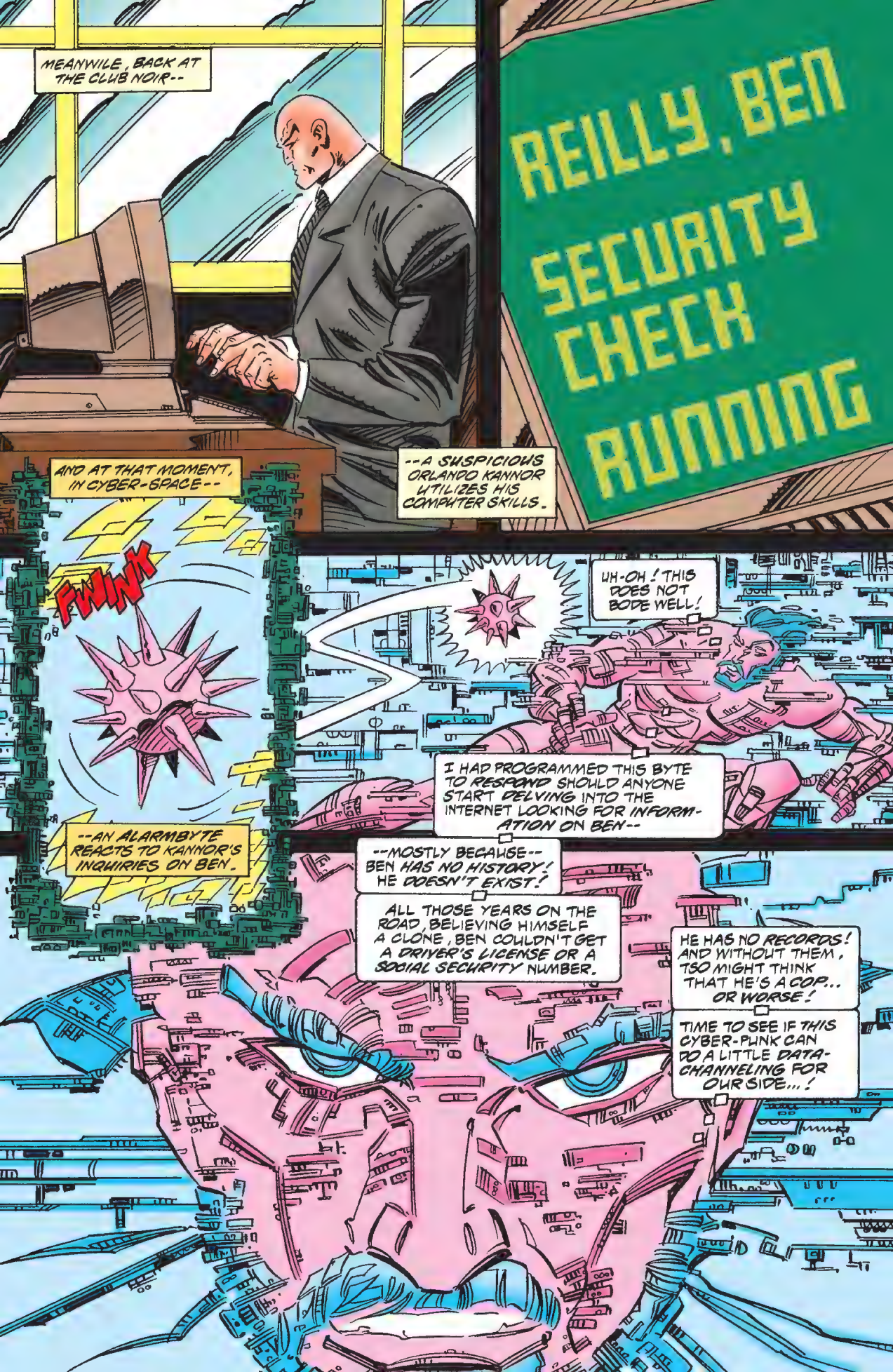
YOU'RE RIGHT, YOU'RE RIGHT. I NEED TO COOL OUT!
BUT YOU DEAL WITH THEM, ORLANDO. HANDLE IT AS YOU SEE FIT.
OKAY, MR. TSO.
I DON'T LIKE THAT REILLY, MR. TSO.
HEY--
--WHERE THE BLAZES IS REILLY?!
DOESN'T THAT KID HAVE ANY WORK ETHIC? ANY SENSE OF RESPONSIBILITY?!
HE JUST CAME OUT OF NOWHERE-- WE DON'T KNOW ANYTHING ABOUT HIM... HE COULD BE WORKING FOR SOMEBODY ELSE.
I DON'T THINK SO. HE'S QUICK, HE'S GOOD--
--BUT HE'D BETTER GET A WATCH IF HE WANTS TO KEEP HIS JOB!
I'M GOING UPTOWN. C'MON, BOYS.
MR. TSO IS... UH... INDISPOSED RIGHT NOW, MR. ELLIS--
--BUT I'LL BE HAPPY TO ANSWER ANY QUESTIONS I CAN.
GREAT.
THAT'S JUST GREAT! LATE TO WORK ON MY SECOND DAY! MAYBE I CAN--
WHOA! IT'S THOSE BUGLE REPORTERS-- ELLIS AND... WHAT'SHERNAME ...!

--HOPEFULLY I CAN SLIDE RIGHT BY THEM WITHOUT BEING SEEN--
--THE LAST THING I NEED IS FOR ONE OF THEM TO MISTAKE ME FOR--
PETER...?
OH, MAN, I'M SO BUSTED! WHAT'LL I DO? WHAT'LL I SAY?
WHAT IS HER NAME?
PETER, I DON'T KNOW IF YOU REMEMBER ME-- MY NAME IS ANGELA YIN...? WE MET AT THE BUGLE A COUPLE OF WEEKS AGO...?
ER...ANGELA! I'M DEAD...
I THOUGHT THAT YOU AND YOUR WIFE HAD LEFT NEW YORK TO START A FAMILY...!
WELL, I...
OH, I'M REALLY, REALLY DEAD.
BUT WHEN I SAW YOU HERE AT THE CLUB THE OTHER NIGHT, I FIGURED YOU MUST BE BACK WORKING ON SOME KIND OF STORY...
...UM...
DEAD. DEAD. DEAD. DEAD. DEAD. DEAD.
?
I DIDN'T TELL KEN. I FIGURED YOU MUST BE UNDERCOVER-- GETTING THE INSIDE SCOOP ON TSO! WELL, DON'T WORRY ABOUT ME--
--I CAN KEEP YOUR SECRET-- I WON'T RAT YOU OUT! AFTER ALL, WE'RE ALL IN THE SAME BUSINESS!
HUH? I CAN'T BELIEVE THIS JUST HAPPENED--
SO, REILLY KNOWS YIN... INTERESTING.

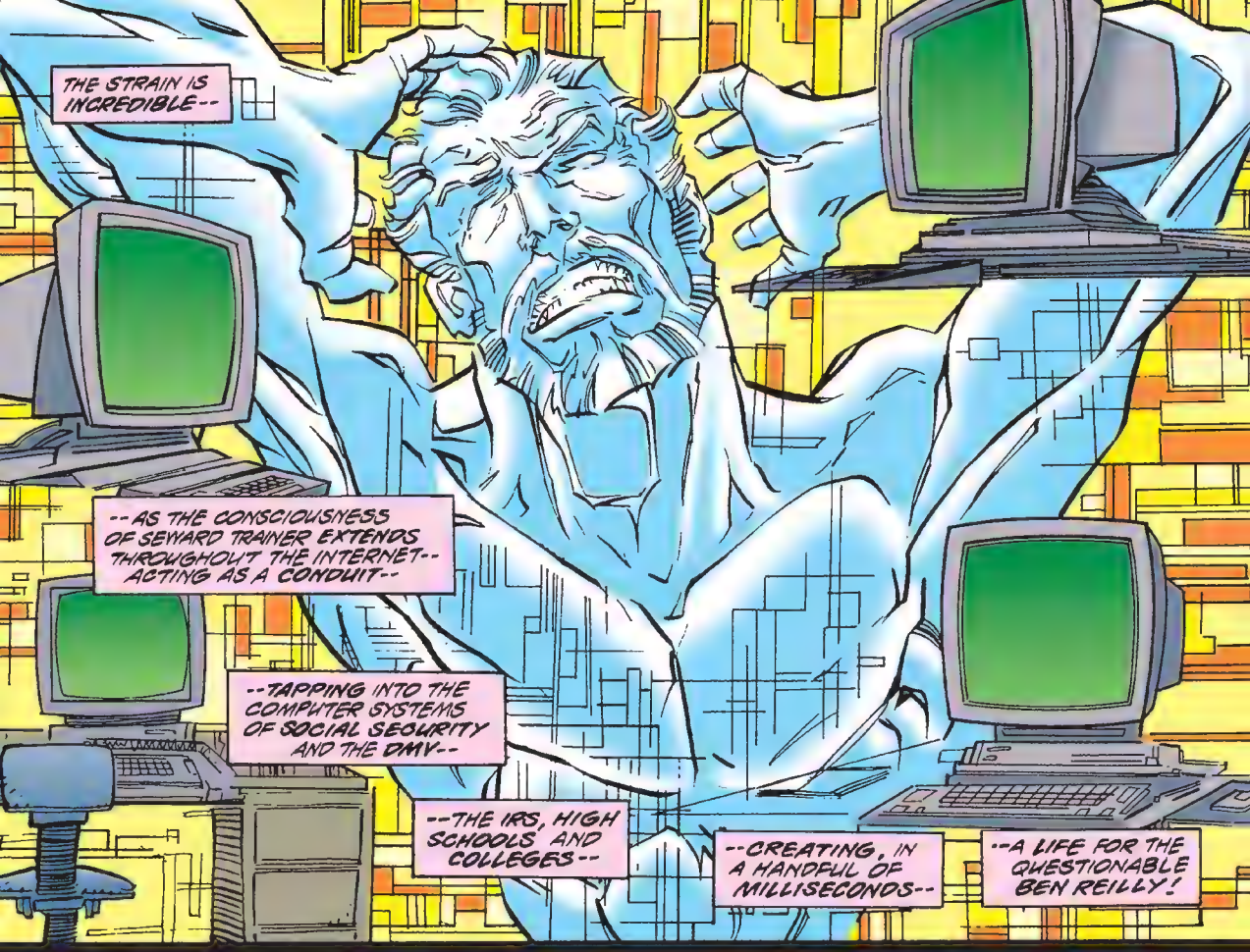
THE DARNELL BUILDING, ON THE UPPER WEST SIDE--
ITS TOP FOUR FLOORS CONTAINING THE TECHNICAL LABORATORIES AND HEADQUARTERS--
--OF THE NEFARIOUS ALISTAIR SMYTHE!
YOU'RE TOYING WITH ME, ALISTAIR--
--YOU HAD ME COME ALL THE WAY DOWN HERE, PROMISING ME THAT I WOULD HAVE THE OPPORTUNITY TO EXACT MY REVENGE--
--AND THEN YOU LEAVE ME HERE IN THE LOBBY--
HAHAHAHAHA!
WHAT? WHY DO YOU LAUGH?
BECAUSE, MY DEAR JASON-- YOU KEEP REFERRING TO IT AS REVENGE--
--WHERE, AS FAR AS MY CYBER-SLAYERS ARE CONCERNED--
--IT'S GOING TO BE A MASSACRE!


FOR YEARS, I'VE FOLLOWED IN MY FATHER'S FOOTSTEPS, CONSTANTLY REDESIGNING AND UPGRADING HIS WORK--
--WORKING TOWARD HIS VISION!
I HAVE KEPT MYSELF ON THE CUTTING EDGE, INTRODUCING THE NEWEST OF TECHNOLOGIES--
--LIKE THE CYBERNEURAL INDUCTORS YOU AND YOUR MEN PROCURED FOR ME--
--INTO HIS INCREDIBLE BEASTS--THE SPIDER-SLAYERS!
--CREATING IN THEM THE PERFECT PREDATOR --THE MOST VICIOUS MAN-MADE MACHINE ON THE PLANET!
AND ALL OF IT, TO ONE SINGULAR OBSESSIVE END--
--TO UTTERLY CRUSH SPIDER-MAN!
THIS IS MY FATHER'S LEGACY--MY BIRTHRIGHT--AN OPPRESSIVE HATRED OF THAT CURSED ARACHNID!
I WENT SO FAR AS TO ALTER MY OWN BODY IN AN ATTEMPT TO DESTROY THAT WEB-SLINGER...!*
* SEE AMAZING SPIDER MAN #'S 368-373.-- ERIC
AFTER MY LAST RUN-IN WITH SPIDER-MAN, MY FUNDS BECAME TAXED--I REALIZED THAT THE TECHNOLOGY I HAD COULD FINANCE THE TECHNOLOGY I NEEDED!
SO I CREATED THIS LINE OF CYBERNETIC WAR-MACHINES--THE CYBER-SLAYERS!
ONCE THEY'VE BEEN FIELD-TESTED, I INTEND TO INTRODUCE THEM ON THE MUNITIONS BLACK MARKET--SELLING TO THE HIGHEST BIDDER!
AND AS FOR YOUR "REVENGE", TSO--
--I BELIEVE THAT OCK AND HER LACKEYS WILL BE THE PERFECT CANNON FODDER FOR THE CYBER-SLAYERS' FIRST RUN!


THE HEADQUARTERS AND CYBERNETIC RESEARCH COMPLEX OF THE CURRENTLY SEETHING--
--DOCTOR OCTOPUS!
SHOOM!
I HAVE TO HAVE THOSE CHIPS!
THOSE CYBERNEURAL INDUCTORS ARE VITAL TO THE COMPLETION OF THE VIRTUAL REALITY WAVE GENERATOR!
YOU WERE GIVEN THAT CYBERNETIC APPARATUS FOR THE SOLE PURPOSE OF RETRIEVING THOSE COMPONENTS--
--AND I WILL NOT ABIDE SUCH FAILURE!*
SPECTACULAR SCARLET SPIDER #1.--CYBER-ERIC
CAROLYN...?
YES?
AND...
...SITUATION HAS GOTTEN ENTIRELY OUT OF HAND. I'D LIKE TO SUGGEST A MEETING... YES... OF COURSE... NEUTRAL GROUND...
THERE IS A CALL COMING IN WHICH I AM CERTAIN YOU WILL WANT TO TAKE.


MEANWILE, BACK AT THE CLUB NOIR--
REILLY, BEN
SECURITY CHECK RUNNING
--A SUSPICIOUS ORLANDO KANNOR UTILIZES HIS COMPUTER SKILLS.
AND AT THAT MOMENT, IN CYBER-SPACE--
FWINK
--AN ALARMBYTE REACTS TO KANNOR'S INQUIRIES ON BEN.
UH-OH! THIS DOES NOT BODE WELL!
I HAD PROGRAMMED THIS BYTE TO RESPOND SHOULD ANYONE START DELVING INTO THE INTERNET LOOKING FOR INFORMATION ON BEN--
--MOSTLY BECAUSE-- BEN HAS NO HISTORY! HE DOESN'T EXIST!
ALL THOSE YEARS ON THE ROAD, BELIEVING HIMSELF A CLONE, BEN COULDN'T GET A DRIVER'S LICENSE OR A SOCIAL SECURITY NUMBER.
HE HAS NO RECORDS! AND WITHOUT THEM, TSO MIGHT THINK THAT HE'S A COP... OR WORSE!
TIME TO SEE IF THIS CYBER-PUNK CAN DO A LITTLE DATA-CHANNELING FOR OUR SIDE...!

TSO WANTS TO DEAL! I DON'T TRUST HIM!
NOR DO I. IT'S OBVIOUSLY A SETUP, HOWEVER--
FOR ALL OF TSO'S POSTURING, THIS MIGHT BE THE OPPORTUNITY TO OBTAIN THE ELUSIVE CHIPS!
AS WELL AS A CHANCE FOR OUR LITTLE STRIKE FORCE HERE TO REDEEM THEMSELVES!
THIS IS HOW WE DO THIS...
WHILE OUTSIDE--
--UNDERCOVER PBI AGENT JOE WADE GETS THE "SKINNY" ON DOC OCK'S PLANS--
DOC'S GOT HER CYBER-FREAKS READY TO ROLL AGAIN--
--AND NOW THAT I HAVE THE WHERE AND THE WHY--
--I'LL HAVE TO TRY TO SLIP AWAY FOR A COUPLE OF MINUTES, AND GET THAT INFO OFF TO STEPHANIE!
EXIT
HEY, WHERE'S HE GOING...? BUT, MORE IMPORTANTLY--
--WOULD DOC LIKE TO KNOW?


THE STRAIN IS INCREDIBLE--
--AS THE CONSCIOUSNESS OF SEWARD TRAINER EXTENDS THROUGHOUT THE INTERNET--ACTING AS A CONDUIT--
--TAPPING INTO THE COMPUTER SYSTEMS OF SOCIAL SECURITY AND THE DMV--
--THE IRS, HIGH SCHOOLS AND COLLEGES--
--CREATING, IN A HANDFUL OF MILLISECONDS--
--A LIFE FOR THE QUESTIONABLE BEN REILLY!

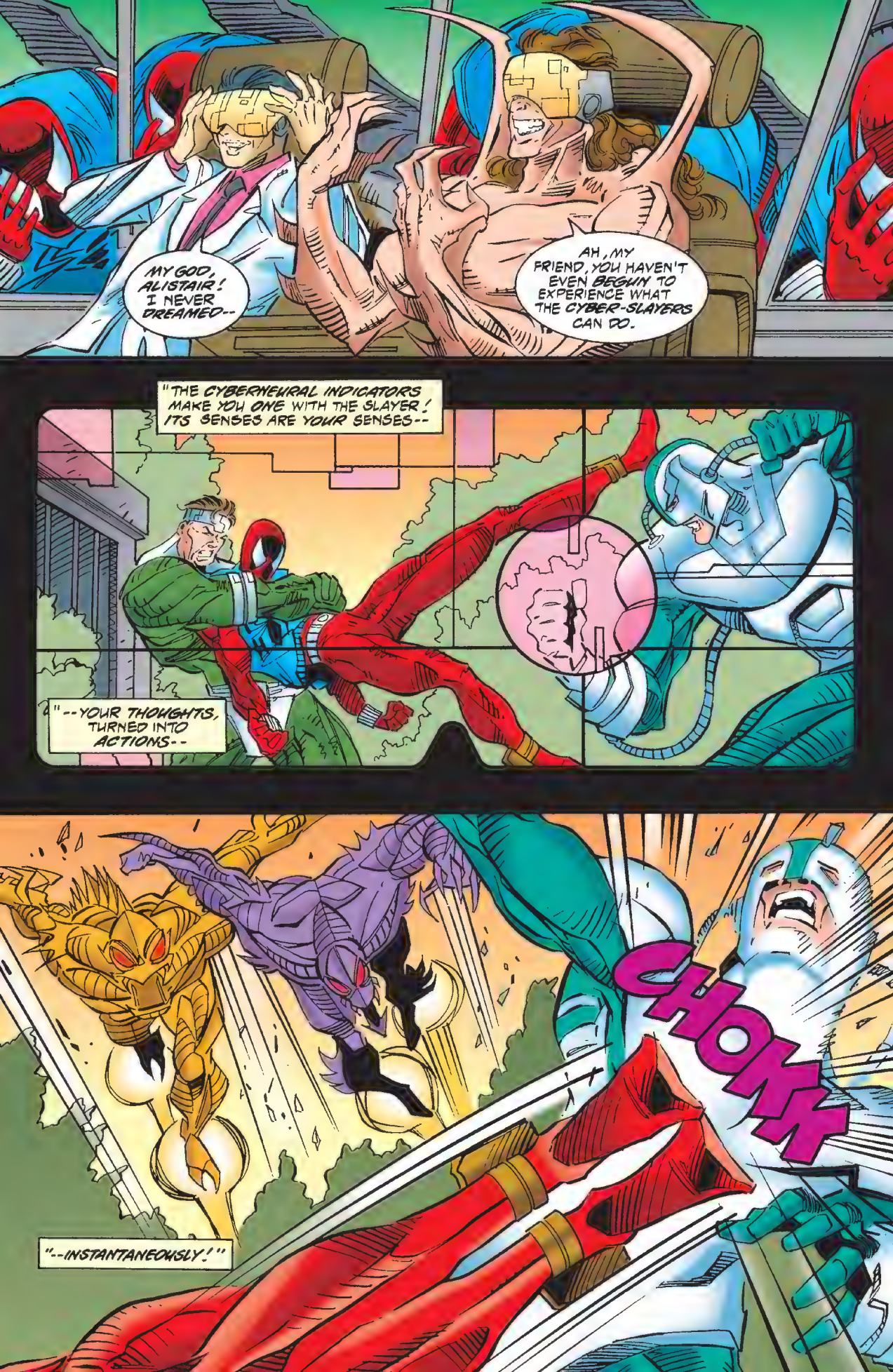
AND...

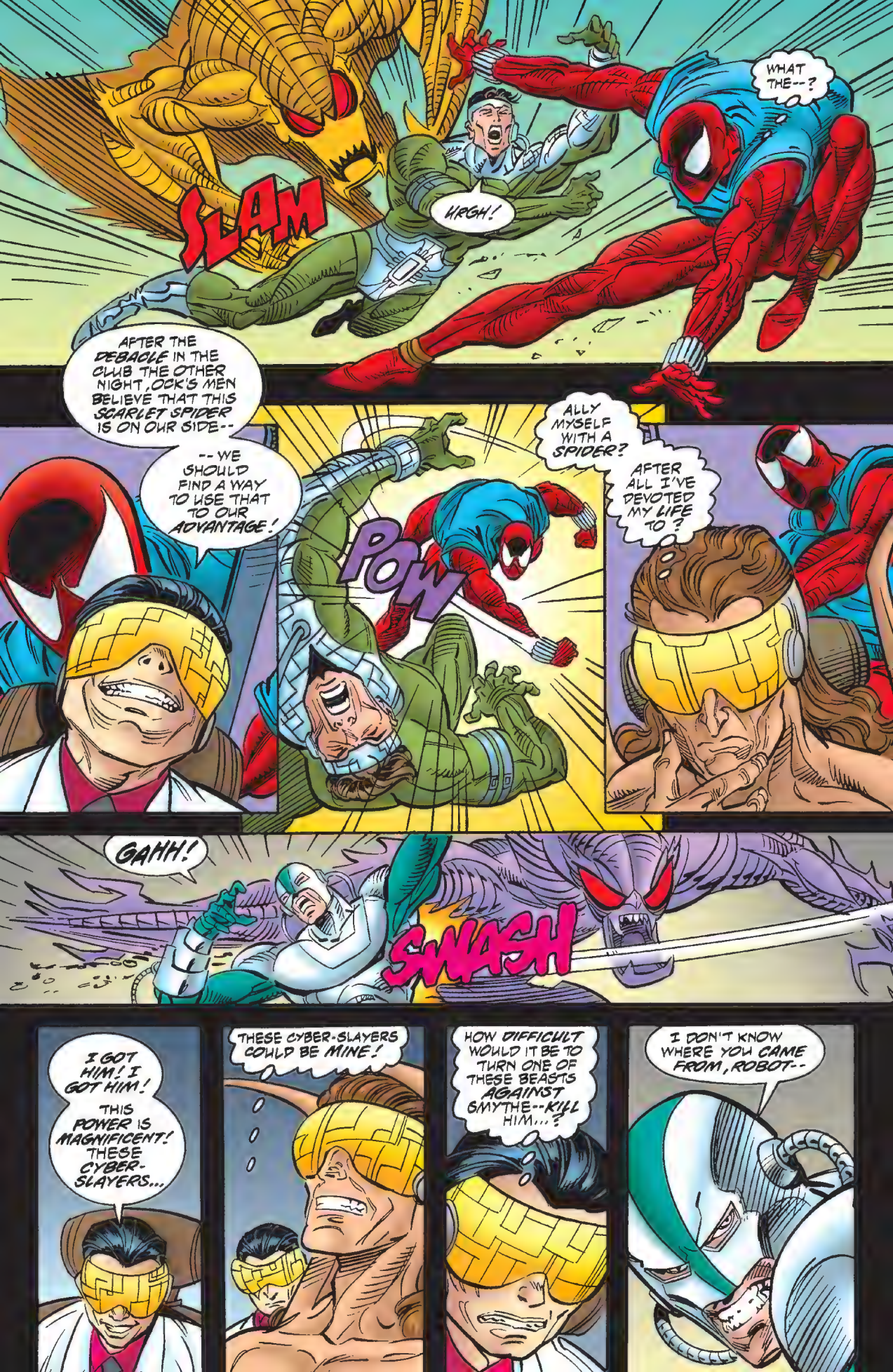
SO REILLY CHECKS OUT OKAY... AVERAGE GUY! NO CRIMINAL RECORD... NOT A COP...
SO WHAT'S A "STRAIGHT ARROW" LIKE THIS DOING HOOKING UP WITH A GUY LIKE TSO...?

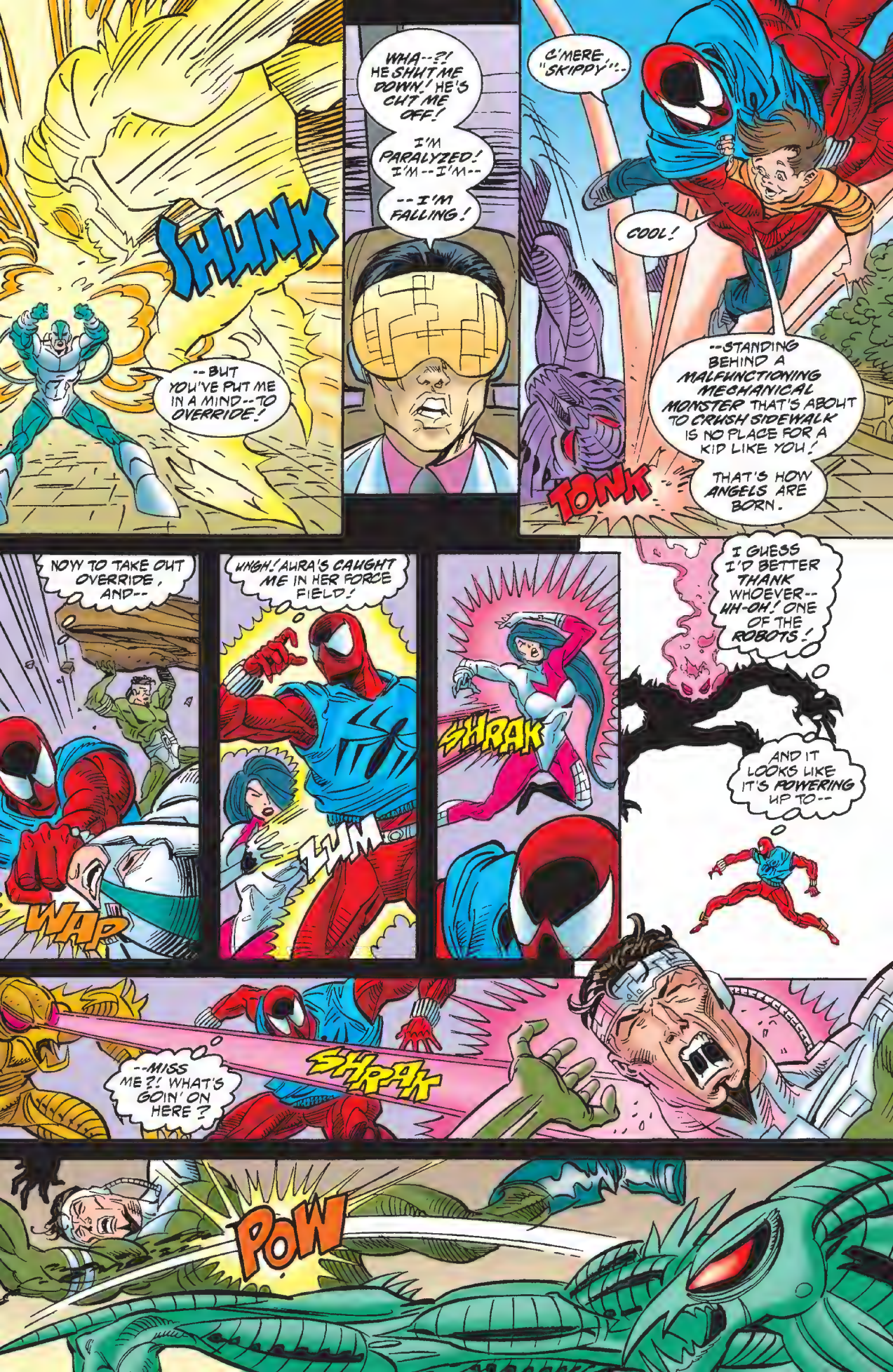
DEET DEE DEET DEET DEE DEET
HUH...?
KANNOR, IT'S ME. MR. SMYTHE AND I HAVE ARRANGED A LITTLE "SUMMIT" WITH DOCTOR OCTOPUS-- JUST TO PUT HER IN HER PLACE...
I WANT YOU TO GATHER TOGETHER EVERY WARM BODY THAT CAN HOLD A GUN--MEET ME IN AN HOUR--
--AT THE CHILDREN'S ZOO IN CENTRAL PARK.
THE CHILDREN'S ZOO? ARE YOU--
--YES, SIR.
SHORTLY...
WE DON'T MOVE UNTIL MR. TSO SAYS SO.
HALF OF YOU WILL GO WITH VARGAS. THE OTHER HALF WILL COME WITH--
HEY, WAIT A MINUTE--
--WHERE'S REILLY...?!

WHEN SEWARD CONTACTED ME ABOUT THE MEET, I ALMOST DIDN'T BELIEVE HIM!
THIS PROVES THAT TSO IS INSANE.
THE CHILDREN'S ZOO?!
BUT THERE ARE TOO MANY INNOCENT PEOPLE HERE TO--
THERE! THAT'S GOTTA BE OCK!
THAT'S IT, DOC! IT ENDS RIGHT HERE! I CAN'T BELIEVE YOU'D--
HELLO, SPIDER! I WASN'T CERTAIN LAST TIME WE MET IF YOU WERE TSO'S HIRED MUSCLE OR NOT--
--NOW I KNOW!
AURA!
AND ACCORDING TO MY SPIDER-SENSE, HER FRIENDS--

--AREN'T FAR BEHIND!
AND TO MAKE MATTERS WORSE, THEY THINK I'M WORKING FOR TSO--
--WHICH I AM--
--BUT NOT AS THE SCARLET SPIDER!
WHAT A MESS!
KA-CHOOOM
OH, GREAT! I'M TRYING TO LEAD THESE JERKS AWAY FROM THE INNOCENT BYSTANDERS.
OVERRIDE! LOOTER! HE'S UP ON THE MONKEY HOUSE!
--BUT EVERYWHERE I TURN THERE'S MORE PEOP--
WHOA! AURA'S FORCE-BLAST!
ZUMM
KROWW

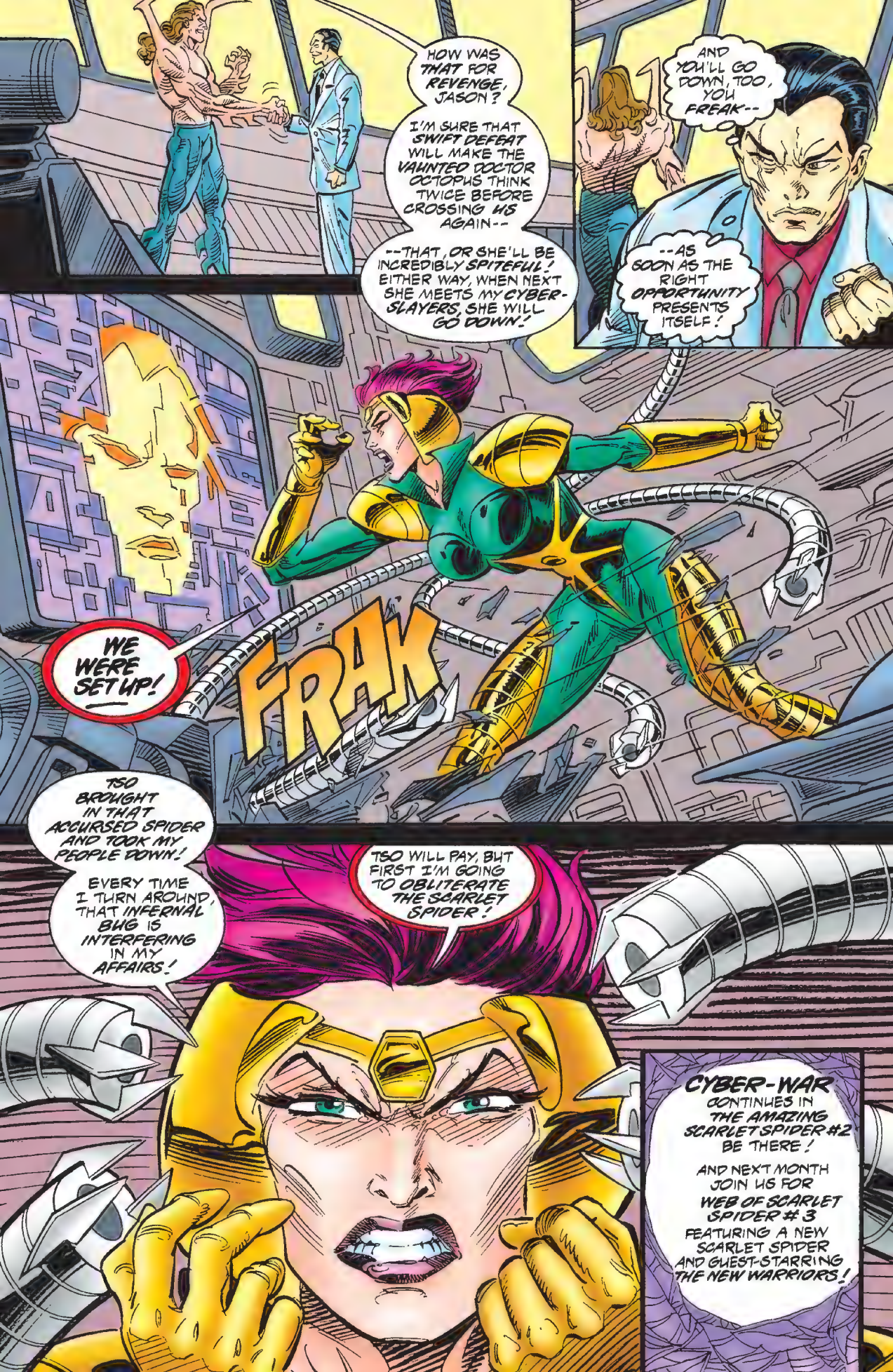

MY GOD, ALISTAIR! I NEVER DREAMED--
AH, MY FRIEND, YOU HAVEN'T EVEN BEGUN TO EXPERIENCE WHAT THE CYBER-SLAYERS CAN DO.
"THE CYBERNEURAL INDICATORS MAKE YOU ONE WITH THE SLAYER! ITS SENSES ARE YOUR SENSES--
"--YOUR THOUGHTS, TURNED INTO ACTIONS--
CHOKK
"--INSTANTANEOUSLY!"


WHAT THE--?
SLAM
URGH!
AFTER THE DEBACLE IN THE CLUB THE OTHER NIGHT, OCK'S MEN BELIEVE THAT THIS SCARLET SPIDER IS ON OUR SIDE--
--WE SHOULD FIND A WAY TO USE THAT TO OUR ADVANTAGE!
POW
ALLY MYSELF WITH A SPIDER?
AFTER ALL I'VE DEVOTED MY LIFE TO?
GAHH!
SMASH
I GOT HIM! I GOT HIM! THIS POWER IS MAGNIFICENT! THESE CYBER-SLAYERS...
THESE CYBER-SLAYERS COULD BE MINE!
HOW DIFFICULT WOULD IT BE TO TURN ONE OF THESE BEASTS AGAINST SMYTHE--KILL HIM...?
I DON'T KNOW WHERE YOU CAME FROM, ROBOT--

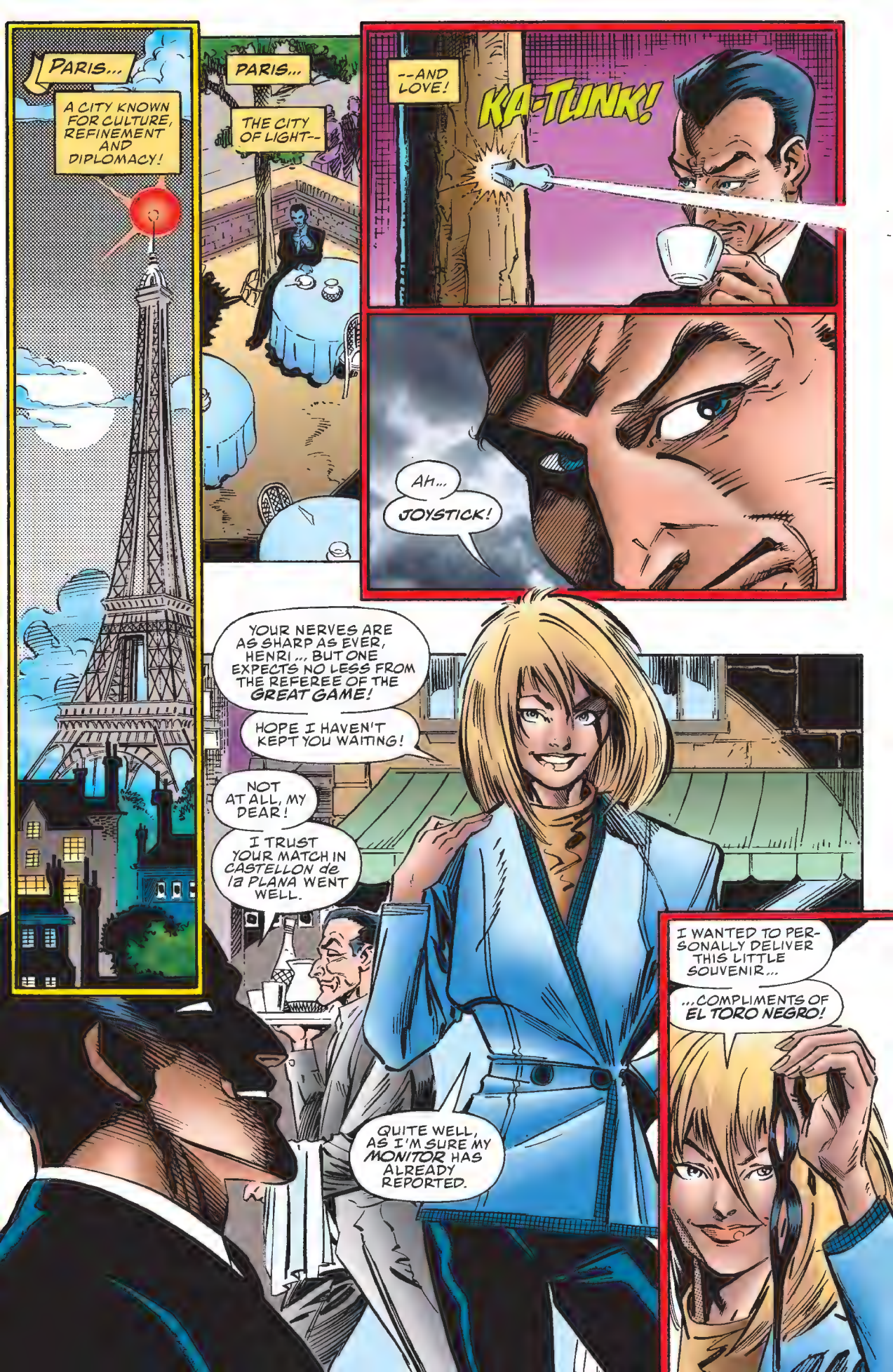

SHUNK
-- BUT YOU'VE PUT ME IN A MIND--TO OVERRIDE!
WHA--?! HE SHUT ME DOWN! HE'S CUT ME OFF!
I'M PARALYZED! I'M--I'M--
--I'M FALLING!
C'MERE, "SKIPPY"--
COOL!
--STANDING BEHIND A MALFUNCTIONING MECHANICAL MONSTER THAT'S ABOUT TO CRUSH SIDEWALK IS NO PLACE FOR A KID LIKE YOU!
THAT'S HOW ANGELS ARE BORN.
TONK
NOW TO TAKE OUT OVERRIDE, AND--
WAP
UNGH! AURA'S CAUGHT ME IN HER FORCE FIELD!
SHRAK
I GUESS I'D BETTER THANK WHOEVER-- UH-OH! ONE OF THE ROBOTS!
AND IT LOOKS LIKE IT'S POWERING UP TO--
--MISS ME?! WHAT'S GOIN' ON HERE?
SHRAK
POW

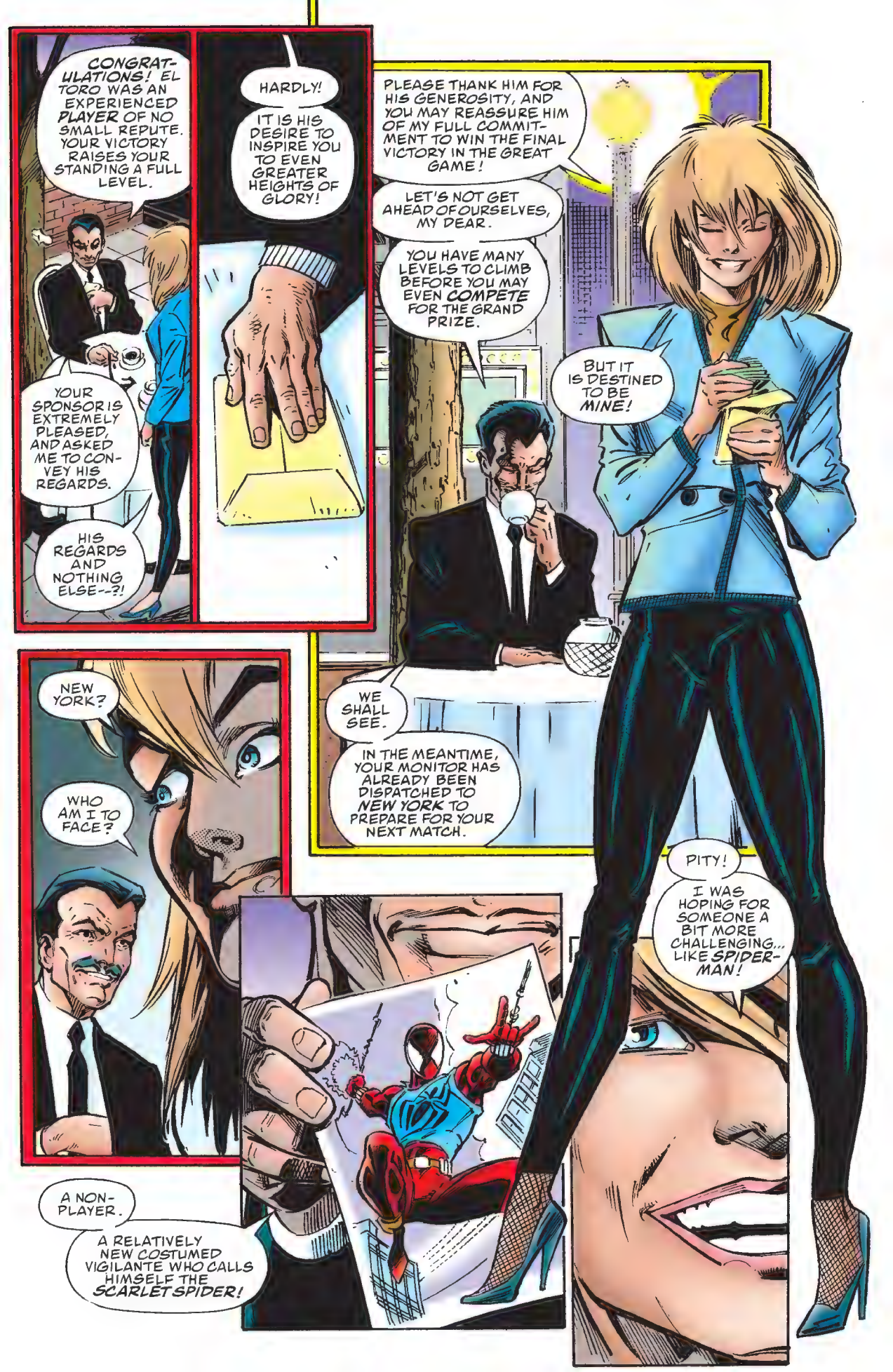
OH, I GET IT! NOW IT'S MY TURN!
HOLD IT RIGHT THERE! NOBODY MOVE!
AGENT BRIGGS--FBI! WE GOT A TIP SOMETHING WAS GOING DOWN IN THE PARK!
IT WAS A GOOD TIP.
LET'S MAKE OURSELVES SCARCE. THIS PLACE JUST BECAME A COP PICNIC--
--AND I'M ALLERGIC TO THE COLOR BLUE!
ZOO
HEY, YOU SAID NOBODY MOVE AND THEY MOVED!
THAT'S NO FAIR.
THOSE MONSTERS ARE OBVIOUSLY TSO'S AMBASSADORS -- THE WAY THEY LIT INTO OCK'S CYBER-FREAKS, TSO SENT THEM TO BURY OCK!
AND I GUESS THEY HAVE BETTER THINGS TO DO THAN BEAT ME TO A PULP! I GUESS TSO REMEMBERS HOW I SAVED HIS BUTT RECENTLY!
SHOOM
SHOOM

I'VE GOT A COUPLE OF NOTE-BOOKS FULL OF QUESTIONS I'D LIKE TO ASK YOU, SPIDER--
--AND I THINK I'D FEEL A LOT BETTER IF WE DID IT--DOWN-TOWN.
HEY, DON'T I KNOW YOU?
NO. YOU DON'T.
WAIT A MINUTE! IF THOSE GUYS DIDN'T HAVE TO STAY, I DON'T THINK I SHOULD HAVE TO STAY.
BESIDES, I THINK I'M ALREADY LATE FOR CHEER-LEADER PRACTICE!
MAN, THAT'S MY LIFE STORY!
OCK AND TSO SET UP A MEETING--THEY BOTH DOUBLE-CROSS EACH OTHER--
--AND I GET CAUGHT IN THE MIDDLE! I HATE THIS!
I NEED A VACATION!

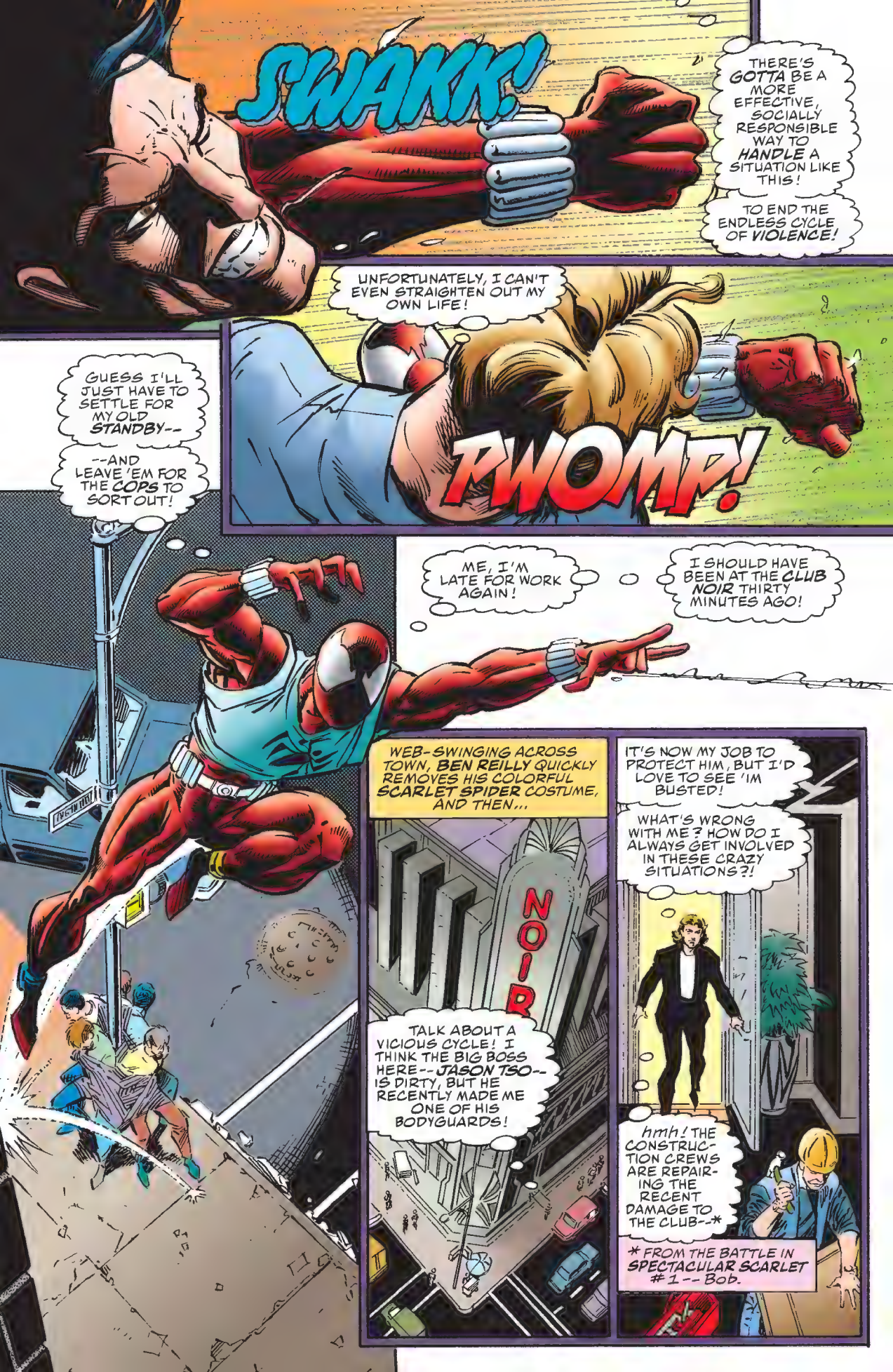

HOW WAS THAT FOR REVENGE, JASON?
I'M SURE THAT SWIFT DEFEAT WILL MAKE THE VAUNTED DOCTOR OCTOPUS THINK TWICE BEFORE CROSSING HIS AGAIN--
--THAT, OR SHE'LL BE INCREDIBLY SPITEFUL! EITHER WAY, WHEN NEXT SHE MEETS MY CYBER-SLAYERS, SHE WILL GO DOWN!
AND YOU'LL GO DOWN, TOO, YOU FREAK--
--AS SOON AS THE RIGHT OPPORTUNITY PRESENTS ITSELF!
FRAK
WE WERE SET UP!
TSO BROUGHT IN THAT ACCURSED SPIDER AND TOOK MY PEOPLE DOWN!
EVERY TIME I TURN AROUND, THAT INFERNAL BUG IS INTERFERING IN MY AFFAIRS!
TSO WILL PAY, BUT FIRST I'M GOING TO OBLITERATE THE SCARLET SPIDER!
CYBER-WAR CONTINUES IN THE AMAZING SCARLET SPIDER #2 BE THERE!
AND NEXT MONTH JOIN US FOR WEB OF SCARLET SPIDER #3 FEATURING A NEW SCARLET SPIDER AND GUEST-STARRING THE NEW WARRIORS!

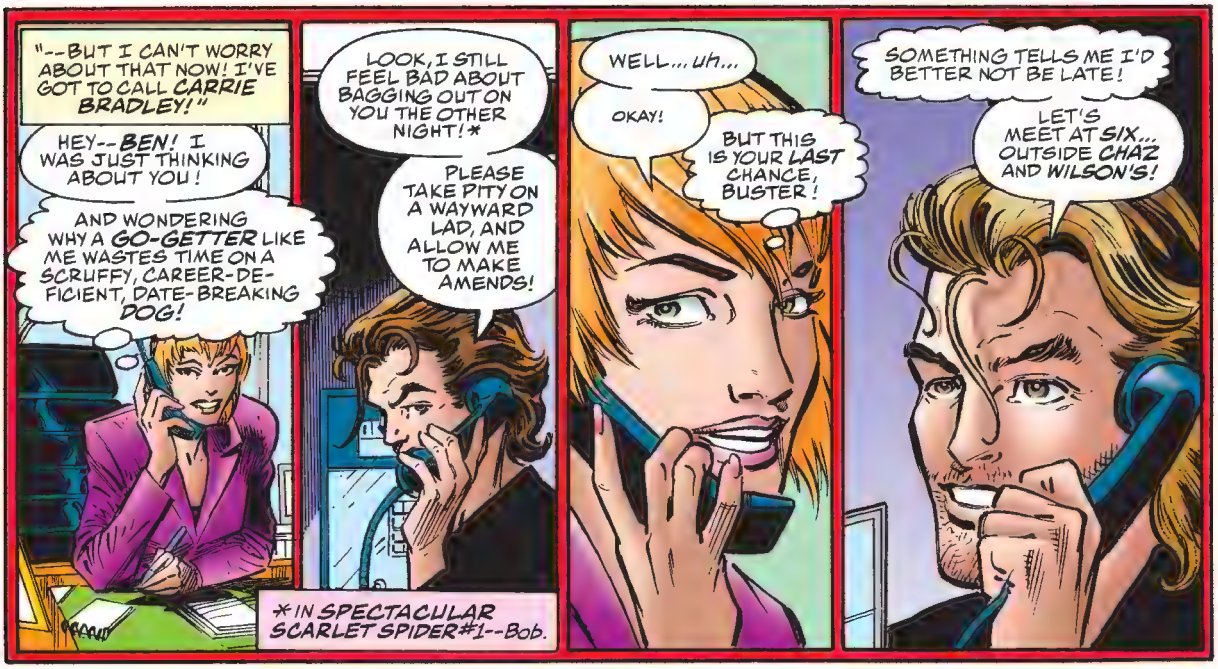
AMAZING SCARLET SPIDER #2 NEWSTAND-EDITION COVER


PARIS...
A CITY KNOWN FOR CULTURE, REFINEMENT AND DIPLOMACY!
PARIS...
THE CITY OF LIGHT--
--AND LOVE!
KA-TUNK!
AH...
JOYSTICK!
YOUR NERVES ARE AS SHARP AS EVER, HENRI... BUT ONE EXPECTS NO LESS FROM THE REFEREE OF THE GREAT GAME!
HOPE I HAVEN'T KEPT YOU WAITING!
NOT AT ALL, MY DEAR!
I TRUST YOUR MATCH IN CASTELLON de la PLANA WENT WELL.
QUITE WELL, AS I'M SURE MY MONITOR HAS ALREADY REPORTED.
I WANTED TO PERSONALLY DELIVER THIS LITTLE SOUVENIR...
...COMPLIMENTS OF EL TORO NEGRO!

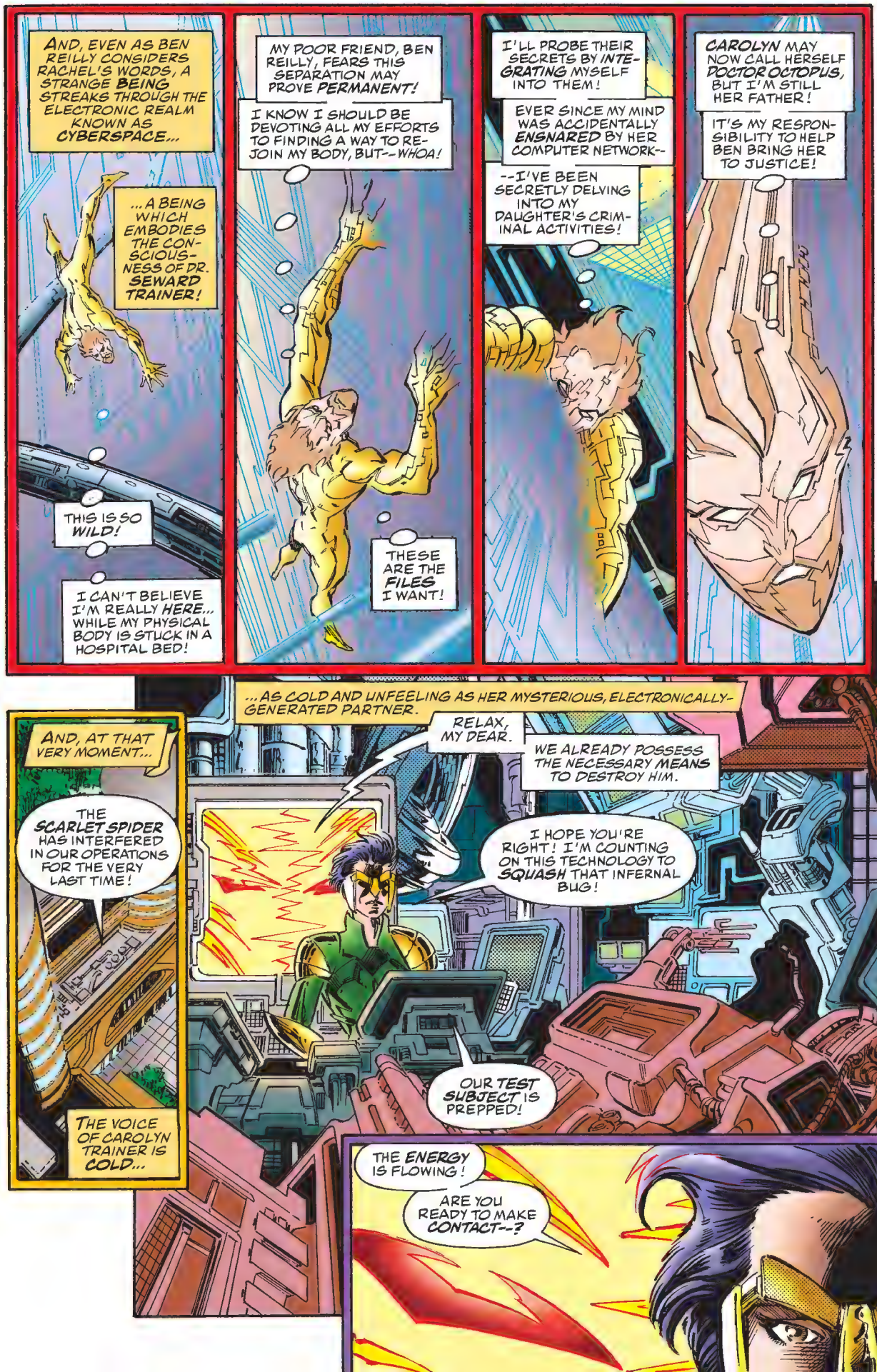

CONGRATULATIONS! EL TORO WAS AN EXPERIENCED PLAYER OF NO SMALL REPUTE. YOUR VICTORY RAISES YOUR STANDING A FULL LEVEL.
HARDLY!
IT IS HIS DESIRE TO INSPIRE YOU TO EVEN GREATER HEIGHTS OF GLORY!
YOUR SPONSOR IS EXTREMELY PLEASED, AND ASKED ME TO CONVEY HIS REGARDS.
HIS REGARDS AND NOTHING ELSE--?!
PLEASE THANK HIM FOR HIS GENEROSITY, AND YOU MAY REASSURE HIM OF MY FULL COMMITMENT TO WIN THE FINAL VICTORY IN THE GREAT GAME!
LET'S NOT GET AHEAD OF OURSELVES, MY DEAR.
YOU HAVE MANY LEVELS TO CLIMB BEFORE YOU MAY EVEN COMPETE FOR THE GRAND PRIZE.
BUT IT IS DESTINED TO BE MINE!
WE SHALL SEE.
IN THE MEANTIME, YOUR MONITOR HAS ALREADY BEEN DISPATCHED TO NEW YORK TO PREPARE FOR YOUR NEXT MATCH.
NEW YORK?
WHO AM I TO FACE?
A NON-PLAYER.
A RELATIVELY NEW COSTUMED VIGILANTE WHO CALLS HIMSELF THE SCARLET SPIDER!
PITY!
I WAS HOPING FOR SOMEONE A BIT MORE CHALLENGING... LIKE SPIDER-MAN!

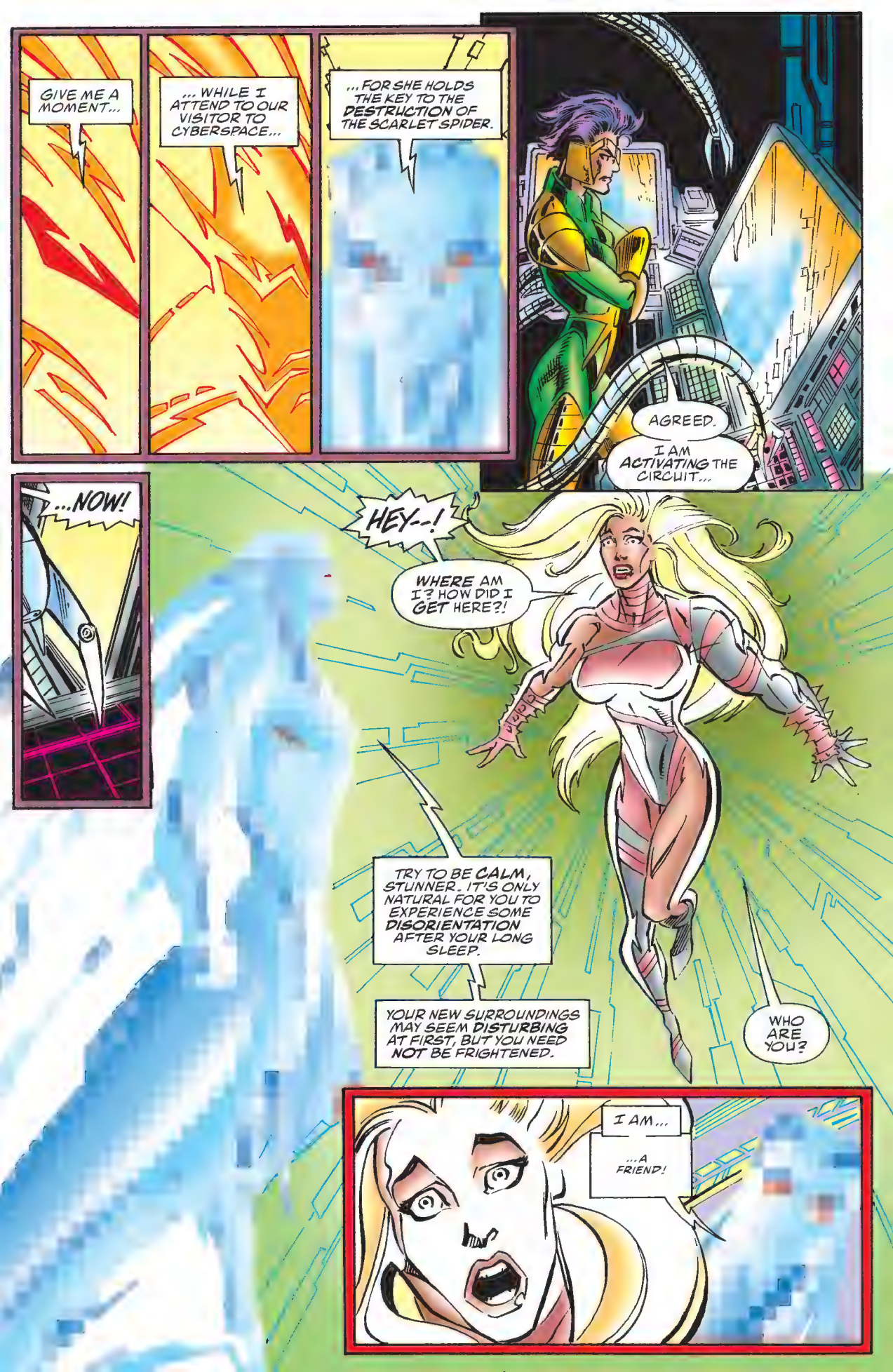
ONCE HE WAS PETER PARKER, A STUDENT WHO, AFTER BEING BITTEN BY A RADIOACTIVE SPIDER, BECAME THE AMAZING SPIDER-MAN! NOW, AFTER FIVE YEARS OF WANDERING AMERICA, BELIEVING HIMSELF TO BE A CLONE OF PARKER, HE HAS RETURNED AS DEN REILLY, AND IS READY TO RESUME HIS CRUSADE TO PROTECT THE INNOCENT AND BATTLE EVIL, IN A NEW COSTUMED IDENTITY...STAN LEE PRESENTS: THE SCARLET SPIDER!
CAUGHT IN THE GAME!
THIS DON'T CONCERN YOU, WEB-MAN! GET OUTTA HERE!
IT'S OUR NEIGHBORHOOD, AND WE WARNED THESE FREAK-JOBS TO STAY AWAY FROM TONY'S!
TERRIFIC! THESE GANG-BANGERS GO TO WAR OVER A FEW LOUSY SLICES OF PIZZA, AND I RESPOND--
--BY BASHING THEIR EVER-LOVIN' HEADS TOGETHER!
MR. POLITICALLY CORRECT, I AIN'T!
STAN LEE PRESENTS THE AMAZING SCARLET SPIDER!
WRITTEN BY TOM DEFALCO
PENCILED BY MARK BAGLEY
INKED BY LARRY MAHLSTEDT
LETTERED BY BILL OAKLEY
COLORED BY BOB SHAREN
COMPUTER COLOR SEPS BY MALIBU
EDITED BY BOB BUDIANSKY

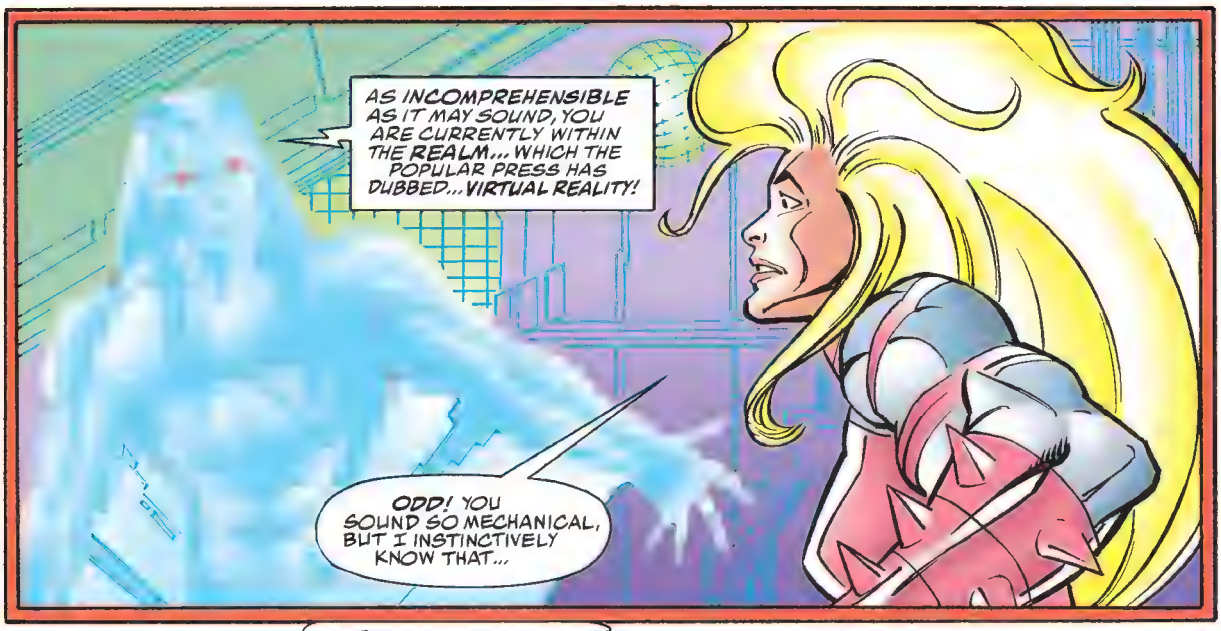

SWAKK!
THERE'S GOTTA BE A MORE EFFECTIVE, SOCIALLY RESPONSIBLE WAY TO HANDLE A SITUATION LIKE THIS!
TO END THE ENDLESS CYCLE OF VIOLENCE!
UNFORTUNATELY, I CAN'T EVEN STRAIGHTEN OUT MY OWN LIFE!
RWOMP!
GUESS I'LL JUST HAVE TO SETTLE FOR MY OLD STANDBY--
--AND LEAVE 'EM FOR THE COPS TO SORT OUT!
ME, I'M LATE FOR WORK AGAIN!
I SHOULD HAVE BEEN AT THE CLUB NOIR THIRTY MINUTES AGO!
WEB-SWINGING ACROSS TOWN, BEN REILLY QUICKLY REMOVES HIS COLORFUL SCARLET SPIDER COSTUME, AND THEN...
NOIR
TALK ABOUT A VICIOUS CYCLE! I THINK THE BIG BOSS HERE--JASON TSO--IS DIRTY, BUT HE RECENTLY MADE ME ONE OF HIS BODYGUARDS!
IT'S NOW MY JOB TO PROTECT HIM, BUT I'D LOVE TO SEE 'IM BUSTED!
WHAT'S WRONG WITH ME? HOW DO I ALWAYS GET INVOLVED IN THESE CRAZY SITUATIONS?!
hmh! THE CONSTRUCTION CREWS ARE REPAIRING THE RECENT DAMAGE TO THE CLUB--*
* FROM THE BATTLE IN SPECTACULAR SCARLET #1 -- Bob.


"--BUT I CAN'T WORRY ABOUT THAT NOW! I'VE GOT TO CALL CARRIE BRADLEY!"
HEY--BEN! I WAS JUST THINKING ABOUT YOU!
AND WONDERING WHY A GO-GETTER LIKE ME WASTES TIME ON A SCRUFFY, CAREER-DEFICIENT, DATE-BREAKING DOG!
LOOK, I STILL FEEL BAD ABOUT BAGGING OUT ON YOU THE OTHER NIGHT!*
PLEASE TAKE PITY ON A WAYWARD LAD, AND ALLOW ME TO MAKE AMENDS!
*IN SPECTACULAR SCARLET SPIDER#1--Bob.
WELL... uh...
OKAY!
BUT THIS IS YOUR LAST CHANCE, BUSTER!
SOMETHING TELLS ME I'D BETTER NOT BE LATE!
LET'S MEET AT SIX... OUTSIDE CHAZ AND WILSON'S!

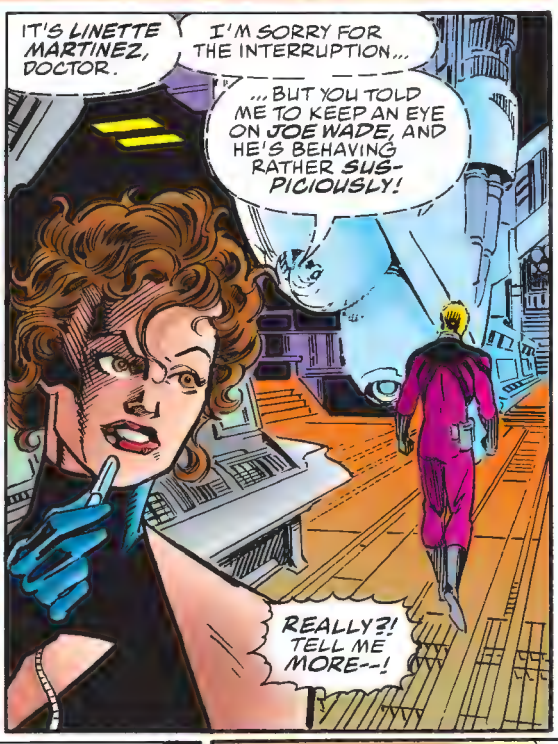
:whew!: THAT WENT MUCH EASIER THAN I HAD ANY RIGHT TO HOPE!
YOU LOOK AWFULLY PLEASED WITH YOURSELF, BIG FELLA!
HI, RACHEL! WHAT'S NEW?
MY LIFE! I DECIDED TO GIVE THIS CLUB A KISS-OFF!
JUST DROPPED IN FOR MY LAST CHECK, AND A FEW GOODBYES!
YOU'RE QUITTING--?!
WHY NOT? I'M ONLY A WAITRESS HERE. I CAN'T MAKE MONEY WHILE THE CLUB'S CLOSED FOR REPAIRS!
BESIDES, I HATE THE WAY TSO TREATS US!
THERE'S NO FUTURE IN THIS PLACE, BEN! MAYBE YOU SHOULD ALSO OPT OUT BEFORE YOU GET STUCK IN A RUT!
YEAH...
MAYBE!

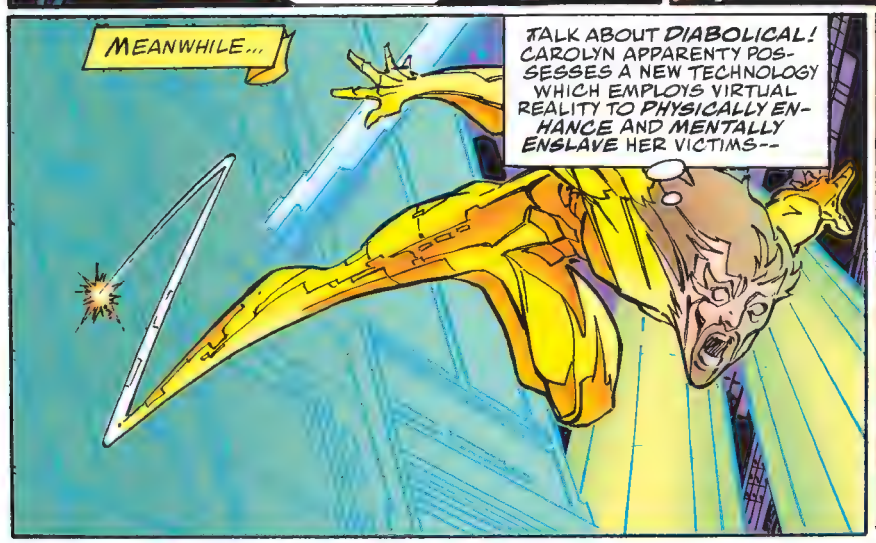

AND, EVEN AS BEN REILLY CONSIDERS RACHEL'S WORDS, A STRANGE BEING STREAKS THROUGH THE ELECTRONIC REALM KNOWN AS CYBERSPACE...
...A BEING WHICH EMBODIES THE CONSCIOUSNESS OF DR. SEWARD TRAINER!
THIS IS SO WILD!
I CAN'T BELIEVE I'M REALLY HERE... WHILE MY PHYSICAL BODY IS STUCK IN A HOSPITAL BED!
MY POOR FRIEND, BEN REILLY, FEARS THIS SEPARATION MAY PROVE PERMANENT!
I KNOW I SHOULD BE DEVOTING ALL MY EFFORTS TO FINDING A WAY TO REJOIN MY BODY, BUT--WHOA!
THESE ARE THE FILES I WANT!
I'LL PROBE THEIR SECRETS BY INTEGRATING MYSELF INTO THEM!
EVER SINCE MY MIND WAS ACCIDENTALLY ENSNARED BY HER COMPUTER NETWORK--
--I'VE BEEN SECRETLY DELVING INTO MY DAUGHTER'S CRIMINAL ACTIVITIES!
CAROLYN MAY NOW CALL HERSELF DOCTOR OCTOPUS, BUT I'M STILL HER FATHER!
IT'S MY RESPONSIBILITY TO HELP BEN BRING HER TO JUSTICE!
AND, AT THAT VERY MOMENT...
THE SCARLET SPIDER HAS INTERFERED IN OUR OPERATIONS FOR THE VERY LAST TIME!
THE VOICE OF CAROLYN TRAINER IS COLD...
...AS COLD AND UNFEELING AS HER MYSTERIOUS, ELECTRONICALLY-GENERATED PARTNER.
RELAX, MY DEAR.
WE ALREADY POSSESS THE NECESSARY MEANS TO DESTROY HIM.
I HOPE YOU'RE RIGHT! I'M COUNTING ON THIS TECHNOLOGY TO SQUASH THAT INFERNAL BUG!
OUR TEST SUBJECT IS PREPPED!
THE ENERGY IS FLOWING!
ARE YOU READY TO MAKE CONTACT--?


GIVE ME A MOMENT...
...WHILE I ATTEND TO OUR VISITOR TO CYBERSPACE...
...FOR SHE HOLDS THE KEY TO THE DESTRUCTION OF THE SCARLET SPIDER.
AGREED.
I AM ACTIVATING THE CIRCUIT...
...NOW!
HEY--!
WHERE AM I? HOW DID I GET HERE?!
TRY TO BE CALM, STUNNER. IT'S ONLY NATURAL FOR YOU TO EXPERIENCE SOME DISORIENTATION AFTER YOUR LONG SLEEP.
YOUR NEW SURROUNDINGS MAY SEEM DISTURBING AT FIRST, BUT YOU NEED NOT BE FRIGHTENED.
WHO ARE YOU?
I AM...
...A FRIEND!


AS INCOMPREHENSIBLE AS IT MAY SOUND, YOU ARE CURRENTLY WITHIN THE REALM... WHICH THE POPULAR PRESS HAS DUBBED... VIRTUAL REALITY!
ODD! YOU SOUND SO MECHANICAL, BUT I INSTINCTIVELY KNOW THAT...

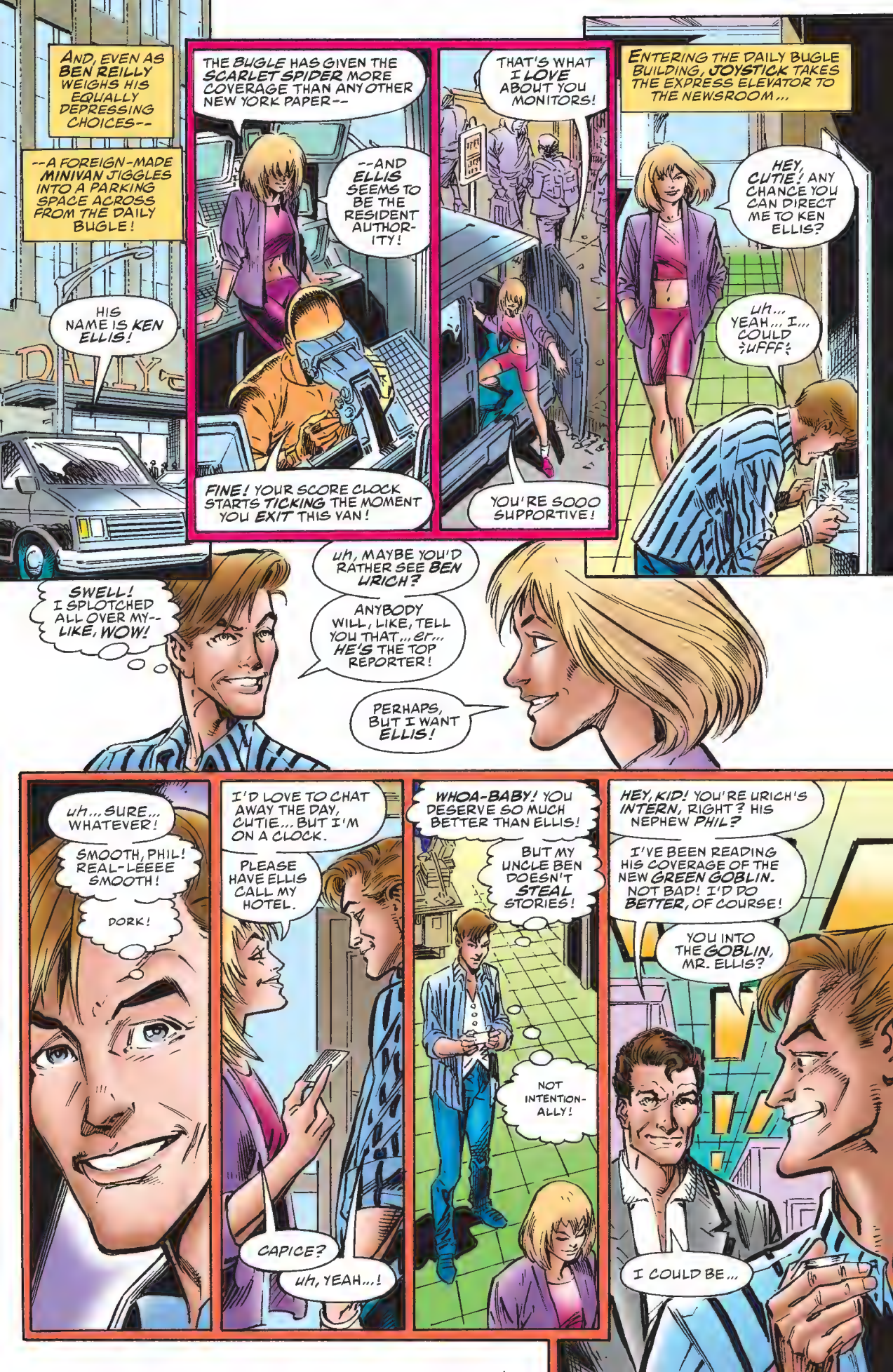
EXCELLENT! HE'S ALREADY BENDING HER TO HIS WILL, AND--
...I CAN TRUST YOU!
BANG!
WHO IS IT? WHAT DO YOU WANT?


IT'S LINETTE MARTINEZ, DOCTOR.
I'M SORRY FOR THE INTERRUPTION...
...BUT YOU TOLD ME TO KEEP AN EYE ON JOE WADE, AND HE'S BEHAVING RATHER SUSPICIOUSLY!
REALLY?! TELL ME MORE--!


MEANWHILE...
TALK ABOUT DIABOLICAL! CAROLYN APPARENTY POSSESSES A NEW TECHNOLOGY WHICH EMPLOYS VIRTUAL REALITY TO PHYSICALLY ENHANCE AND MENTALLY ENSLAVE HER VICTIMS--

--AND SHE INTENDS TO USE IT AGAINST BEN!

SOMETIME LATER, AT THE CLUB NOIR...
DO YOU BELIEVE THIS GARBAGE?!
NOIR
INSIDE THE PRIVATE OFFICE OF JASON TSO...
FIRST, SOME MANIAC TRIES TO KILL ME!*
THEN, A GANG OF CRIMINALS RANSACKS MY CLUB!**
AND NOW... NOW... THE DAILY BUGLE TIES ME INTO ORGANIZED CRIME!
ME-- WHO'S NEVER EVEN GOTTEN A FREAKING PARKING TICKET!
MY MOTHER READS THIS PAPER!
SHE DOESN'T NEED THIS GRIEF! SHE SHOULDN'T BE EXPOSED TO THIS LYING FILTH!
I WANT SOMEBODY TO VISIT THIS REPORTER... THIS KEN ELLIS CHARACTER!
*SCARLET SPIDER#1.
**SPECTACULAR SCARLET SPIDER#1--Bob.
MR. TSO, IT'S BAD BUSINESS TO LEAN ON THE PRESS!
FORGET IT, KANNOR! I WANT RESULTS!
YOU ALREADY FAILED TO HANDLE THIS CREEP!
REILLY! TIME TO EARN YOUR SALARY, KID!
CONVINCE MR. ELLIS TO PURSUE OTHER INTERESTS... OR ELSE!
AND, JUST SO THERE'S NO MISUNDERSTANDING... THAT "OR ELSE" ALSO APPLIES TO YOU!
I UNDERSTAND, MR. TSO.
SWELL! IF I GO TO THE BUGLE, I COULD BE MISTAKEN FOR PETER PARKER!
IF I DON'T GO, I'LL BE RESPONSIBLE FOR TSO SENDING ANOTHER ARM-BREAKER AFTER ELLIS!
HOO-BOY! I SHOULD HAVE TAKEN RACHEL'S ADVICE WHEN I HAD THE CHANCE!

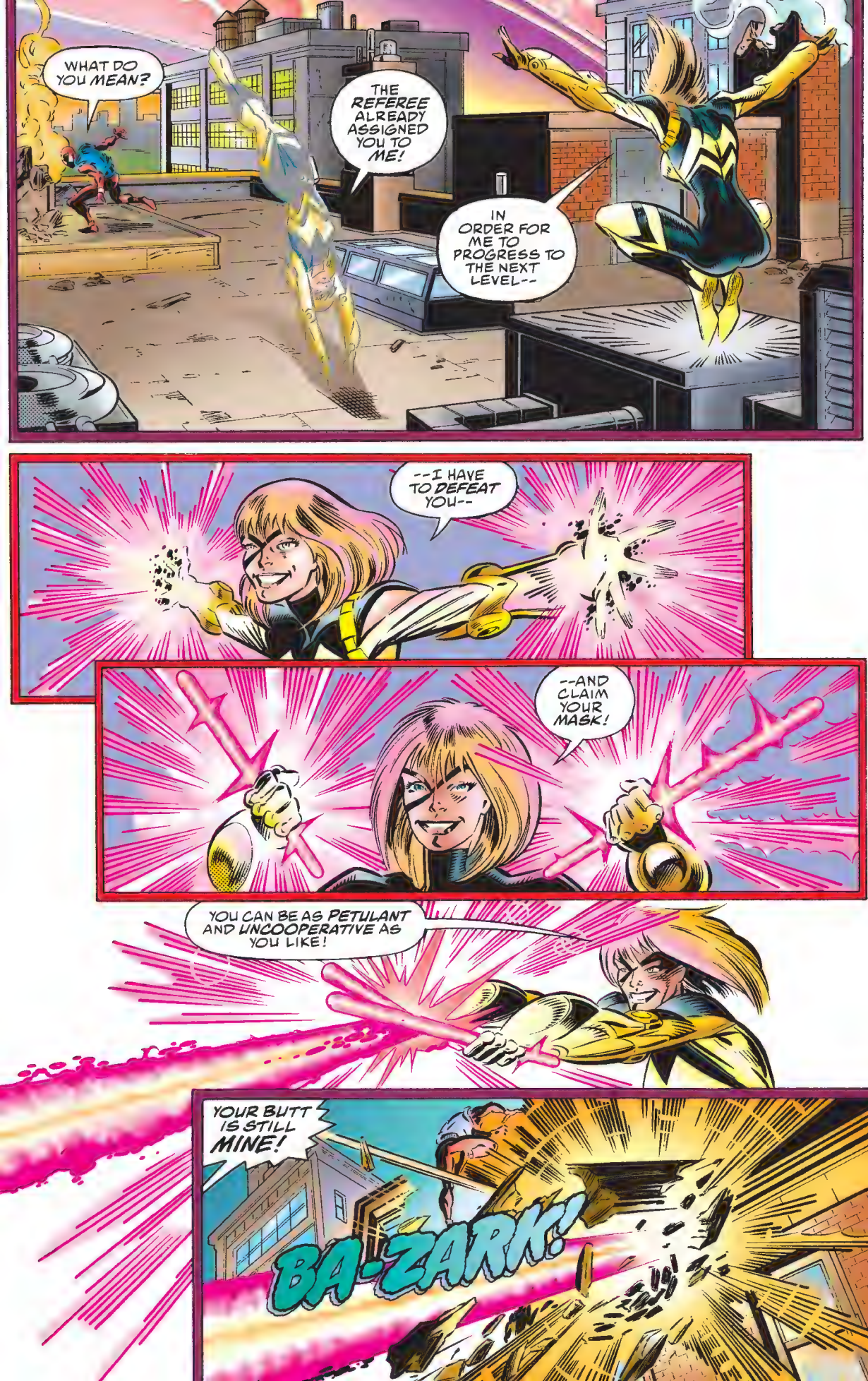

AND, EVEN AS BEN REILLY WEIGHS HIS EQUALLY DEPRESSING CHOICES--
--A FOREIGN-MADE MINIVAN JIGGLES INTO A PARKING SPACE ACROSS FROM THE DAILY BUGLE!
HIS NAME IS KEN ELLIS!
THE BUGLE HAS GIVEN THE SCARLET SPIDER MORE COVERAGE THAN ANY OTHER NEW YORK PAPER--
--AND ELLIS SEEMS TO BE THE RESIDENT AUTHORITY!
FINE! YOUR SCORE CLOCK STARTS TICKING THE MOMENT YOU EXIT THIS VAN!
THAT'S WHAT I LOVE ABOUT YOU MONITORS!
YOU'RE SOOO SUPPORTIVE!
ENTERING THE DAILY BUGLE BUILDING, JOYSTICK TAKES THE EXPRESS ELEVATOR TO THE NEWSROOM...
HEY, CUTIE! ANY CHANCE YOU CAN DIRECT ME TO KEN ELLIS?
UH... YEAH... I... COULD ;UFFF;
SWELL! I SPLOTCHED ALL OVER MY-- LIKE, WOW!
UH, MAYBE YOU'D RATHER SEE BEN URICH?
ANYBODY WILL, LIKE, TELL YOU THAT... ER... HE'S THE TOP REPORTER!
PERHAPS, BUT I WANT ELLIS!
UH... SURE... WHATEVER!
SMOOTH, PHIL! REAL-LEEEE SMOOTH!
DORK!
I'D LOVE TO CHAT AWAY THE DAY, CUTIE... BUT I'M ON A CLOCK.
PLEASE HAVE ELLIS CALL MY HOTEL.
CAPICE?
UH, YEAH...!
WHOA-BABY! YOU DESERVE SO MUCH BETTER THAN ELLIS!
BUT MY UNCLE BEN DOESN'T STEAL STORIES!
NOT INTENTIONALLY!
HEY, KID! YOU'RE URICH'S INTERN, RIGHT? HIS NEPHEW PHIL?
I'VE BEEN READING HIS COVERAGE OF THE NEW GREEN GOBLIN. NOT BAD! I'D DO BETTER, OF COURSE!
YOU INTO THE GOBLIN, MR. ELLIS?
I COULD BE...

I DON'T BELIEVE THIS SLIMEBAG! HE'S TRYING TO QUICK-STEP MY UNC!
WELL, ONE FOUL TURN DESERVES ANOTHER...
Y' KNOW, MY UNCLE AIN'T AROUND... BUT I JUST GOT A TIP ON WHERE THE GOBLIN'S HANGING!
REALLY--?!
THINKING QUICKLY, PHILIP URICH AD LIBS A WEST SIDE STREET CORNER, AND THEN...
I OWE YOU, KID!
LIKE... HARDLY!
MEANWHILE, OUTSIDE...
MOMENT OF TRUTH, REILLY!
YOU SURE YOU WANT TO GO THROUGH WITH THIS--?
I GOT A CHOICE?!
NOPE!
THANKS FOR THE RIDE, KANNOR! I'LL CATCH YOU TOMORROW!
I HATE THIS JOB!
I HATE MY LIFE!
BUT, MOST OF ALL, I HATE--HEY!
THAT MAN EXITING THE BUGLE--IT'S ELLIS!
BE REAL FUNNY IF THAT KID HELPS ME SCOOP HIS OWN UNCLE!
LUCKY FOR ME, ORLANDO TOOK OFF ALREADY! I CAN CHANGE INTO THE SCARLET SPIDER, FOLLOW ELLIS, AND PROMISE HIM AN EXCLUSIVE--
--IF HE KEEPS A LOW PROFILE UNTIL TSO GOES DOWN!
THAT YOUNG MAN! WASN'T THAT--?
nah! MUST HAVE BEEN MY IMAGINATION!
THE MAN YOU IDENTIFIED AS ELLIS IS HAILING A CAB!
SHALL I FOLLOW?
ONLY IF YOU WISH TO REMAIN IN MY GOOD GRACES!

AND, EVEN AS KEN ELLIS UNWITTINGLY LEADS A PARADE AROUND TOWN...
--PHILIP URICH ARRIVES AT HIS EAST VILLAGE LOFT--
--AND THEN, THE GAME IS MOST DEFINITELY AFOOT!
TWENTY MINUTES LATER, ON THE WEST SIDE OF TOWN...
C'MON, ELLIS-- DO SOMETHING!
YOU SEEMED TO BE IN A REAL HURRY A FEW MINUTES AGO...
...NOW YOU'RE JUST HANGING OUT!
WHAT AM I GONNA DO? I'VE GOT TO TALK TO THE MAN, BUT I DOUBT HE'LL BE REAL RECEPTIVE IF I ACCIDENTALLY RUIN HIS RENDEZVOUS!
UNFORTUNATELY, I CAN'T WAIT MUCH LONGER! I'VE GOT TO MEET CARRIE, AND I DON'T DARE-- YIKES!
BA-ZA
RK!
SOME KIND OF ENERGY BLAST! TERRIFIC! WHO'S TARGETING ME THIS TIME?
DOCTOR OCTOPUS? HER STRIKE FORCE? MORE CYBER-SLAYERS? OR...

uh...
EXCUSE ME...
...DO I KNOW YOU?
DOUBT IT!
YOU CAN CALL ME JOYSTICK!
FOR AS LONG AS YOU REMAIN CONSCIOUS!
CONGRATULATIONS! YOU'VE BEEN CHOSEN AS A PARTICIPANT IN THE GREAT GAME!
ONCE MY MONITOR HAS CERTIFIED YOUR IDENTITY, AND SIGNED OFF ON YOU AS A WORTHY CHALLENGER--
--YOU AND I CAN GET DOWN TO SOME MAJOR GRATUITOUS VIOLENCE!
KEN ELLIS, IT LOOKS LIKE YOU STRUCK PAYDIRT!
THIS STORY COULD BE BIG! REAL BIG!
WE MIGHT EVEN BE TALKING PULITZER!

NICE MOVES!
YOU AVOIDED MY ATTACK LIKE A REAL PRO!
SPARE ME YOUR COMPLIMENTS, LADY!
WHAT'S THIS NONSENSE ABOUT A GAME?
YOU EVER PLAY MORTAL KOMBAT?
THE GAME WHERE YOU PIT YOUR FIGHTING SKILLS AGAINST AN OPPONENT ON A VIDEO SCREEN?
THIS IS SIMILAR!
ONLY WE COMPETE ON A MUCH MORE PHYSICAL LEVEL!
WHOEVER THIS LUNATIC IS, SHE PLAYS FOR KEEPS!
THOSE STICKS OF HERS PACK PLENTY OF EXPLOSIVE POWER!
I HATE TO BREAK THIS TO YOU, JOYSTICK, BUT I DON'T WANT ANY PART OF THIS NONSENSE!
TOUGH LUCK, TIGHT BUNS!
YOU DON'T GET A CHOICE!

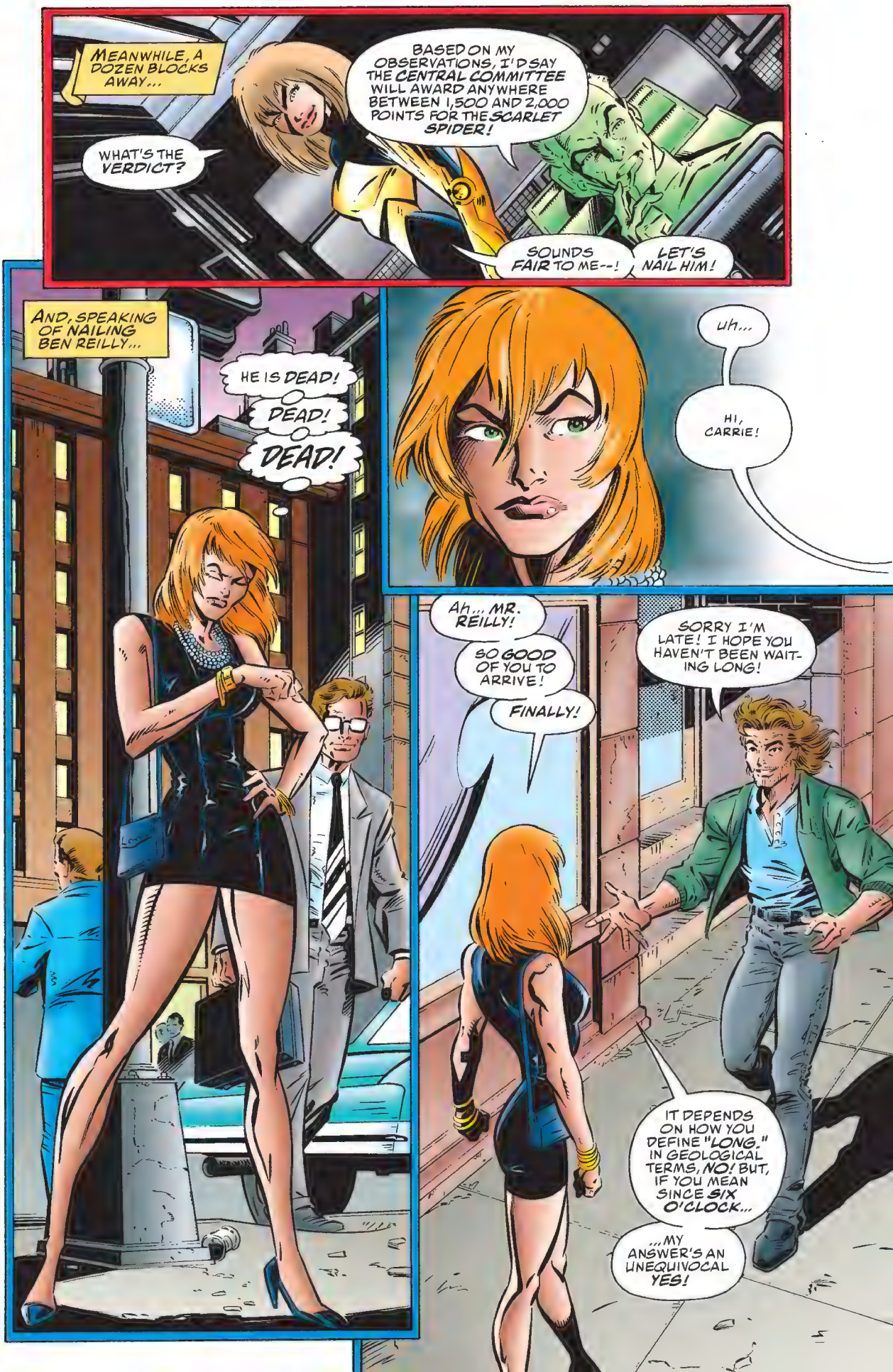

WHAT DO YOU MEAN?
THE REFEREE ALREADY ASSIGNED YOU TO ME!
IN ORDER FOR ME TO PROGRESS TO THE NEXT LEVEL--
--I HAVE TO DEFEAT YOU--
--AND CLAIM YOUR MASK!
YOU CAN BE AS PETULANT AND UNCOOPERATIVE AS YOU LIKE!
YOUR BUTT IS STILL MINE!
BA-ZARK!

uh,oh!
HIS CAREER IS SUDDENLY FORGOTTEN, AS SEVERAL HUNDRED POUNDS OF CONCRETE AND MORTAR LUNGE TOWARD KEN ELLIS--!
BUT THEN, A MERE INSTANT BEFORE DEATH CAN CLAIM HIM, HE IS YANKED TO SAFETY BY A MOST GRIM AND UNLIKELY ANGEL OF MERCY!
HA HA HA HA HA HA!
MY GOD--! IT'S THE GREEN GOBLIN!
WHAT'S WITH THIS SCENE?!
I ONLY WANTED TO DRUM ELLIS FOR TRYING TO DOG MY UNCLE, BUT THIS IS, LIKE, WACKED OUT!
MONITOR, CAN YOU HEAR ME--?
A UFP* HAS ENTERED THE GAME!
CONFIRMED! DO YOU WISH TO WITHDRAW--?
NO WAY! I SCORED A FIRST CONTACT IN RECORD TIME!
LET'S COMPLETE THE ROUND! I WANT MY POINTS!
UNDERSTOOD!
*AN "UNIDENTIFIED FLYING PLAYER"--Bob.

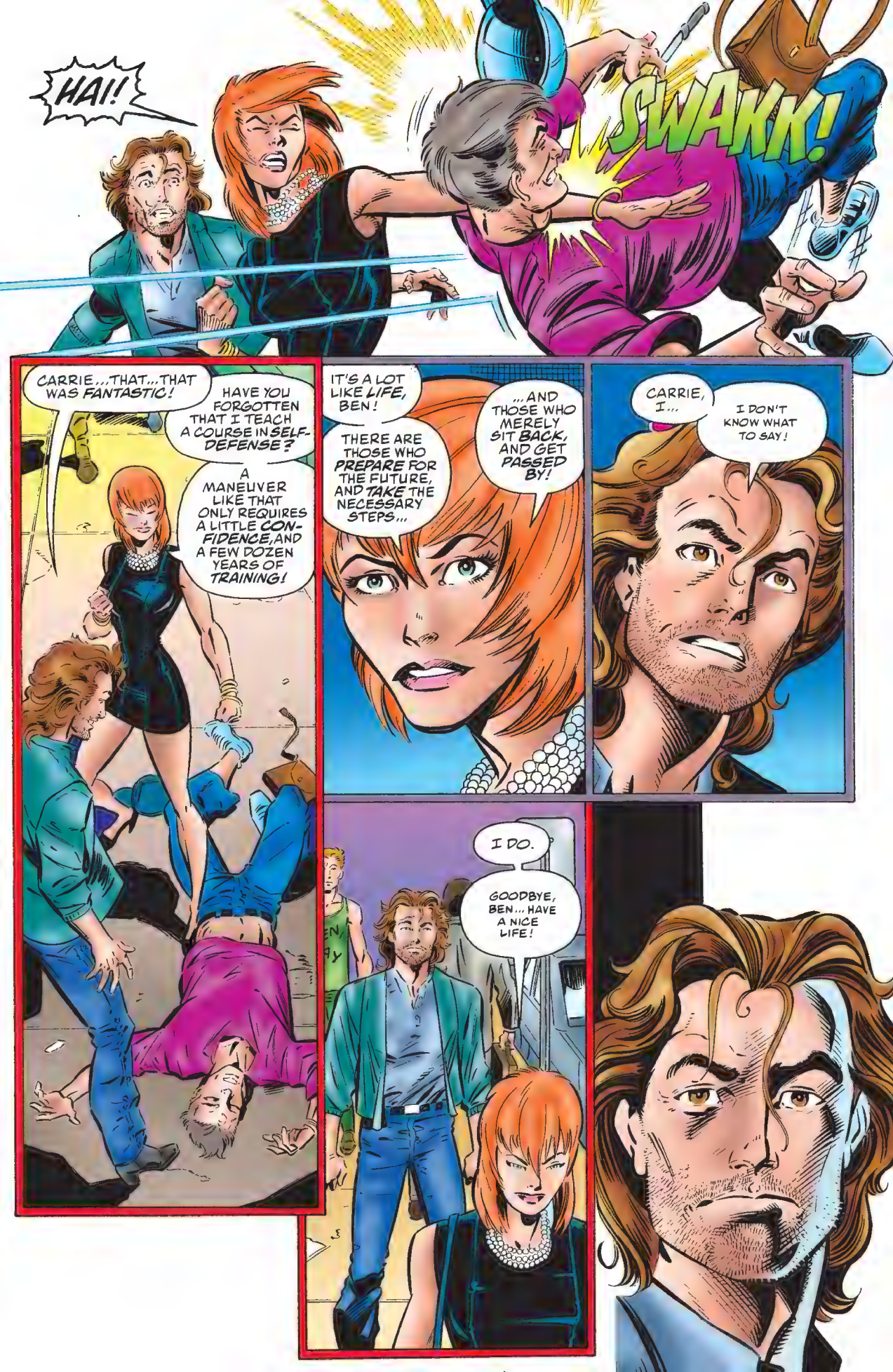
THE SCARLET SPIDER IS ON THE SCENE...
...AND WE DIDN'T EXACTLY BOND THE LAST TIME WE MET!*
HEY, GOBLIN... HOW'S ABOUT AN INTER-VIEW?
UH... NOT NOW, PAL!
I'M KINDA BUSY!
TAKE A SEAT, AND I'LL CATCH YOU LATER!
LIKE... NEVER!
I KNOW I SHOULD BOOK BEFORE THE SPIDER SPOTS ME, BUT THAT'S THE MAJOR BABE WHO PLAYED ME AT THE BUGLE!
WHAT'S SHE DOING HERE?!
*AS SHOWN IN WEB OF SPIDER-MAN #125--BOD.
ENOUGH, LADY! I'M WARNING YOU FOR THE LAST TIME--!
MY LIFE IS ALREADY WAY TOO COMPLICATED FOR ME TO PUT UP WITH THIS NON-SENSE!
DON'T BE SUCH A WHINY BABY, SWEET CHEEKS!
I'M JUST A PARTY GIRL WHO WANTS A LITTLE FUN!
FUN, HUH? I'LL SHOW YOU FUN!
LET'S SEE HOW WELL YOU PLAY "DODGE THE FIST!"
AT LAST! YOU'RE FINALLY SHOWING THE RIGHT SPIRIT--!

UNFORTUNATELY, IT'S TOO LITTLE... TOO LATE!
IT'S UNCANNY! SHE'S EASILY AS FAST, AS AGILE, AND AS STRONG AS ME, AND--ARKK!
WHAT DO YOU SAY, MONITOR?
WHY DON'T I JUST CAP THIS GUY RIGHT NOW?
SORRY! HE'S A NON-PLAYER, REMEMBER?
THE RULES SPECIFICALLY STATE THAT WE MUST GIVE HIM TIME TO ASSIMILATE THE SITUATION, AND PREPARE A DEFENSE!
HEY--! I HEARD THAT! THE CIRCUITRY WITHIN MY MASK MUST BE PICKING UP THEIR RADIO SIGNALS!
COOL!
AS FAR AS I'M CONCERNED, THIS PRELIM IS OVER!
ugnnn!
RELAX, SPIDER! YOU JUST GOT A RESPITE!
BUT YOU AND YOUR BAT-GLIDING BUDDY HAVEN'T SEEN THE LAST OF ME!
CIAO... FOR NOW!

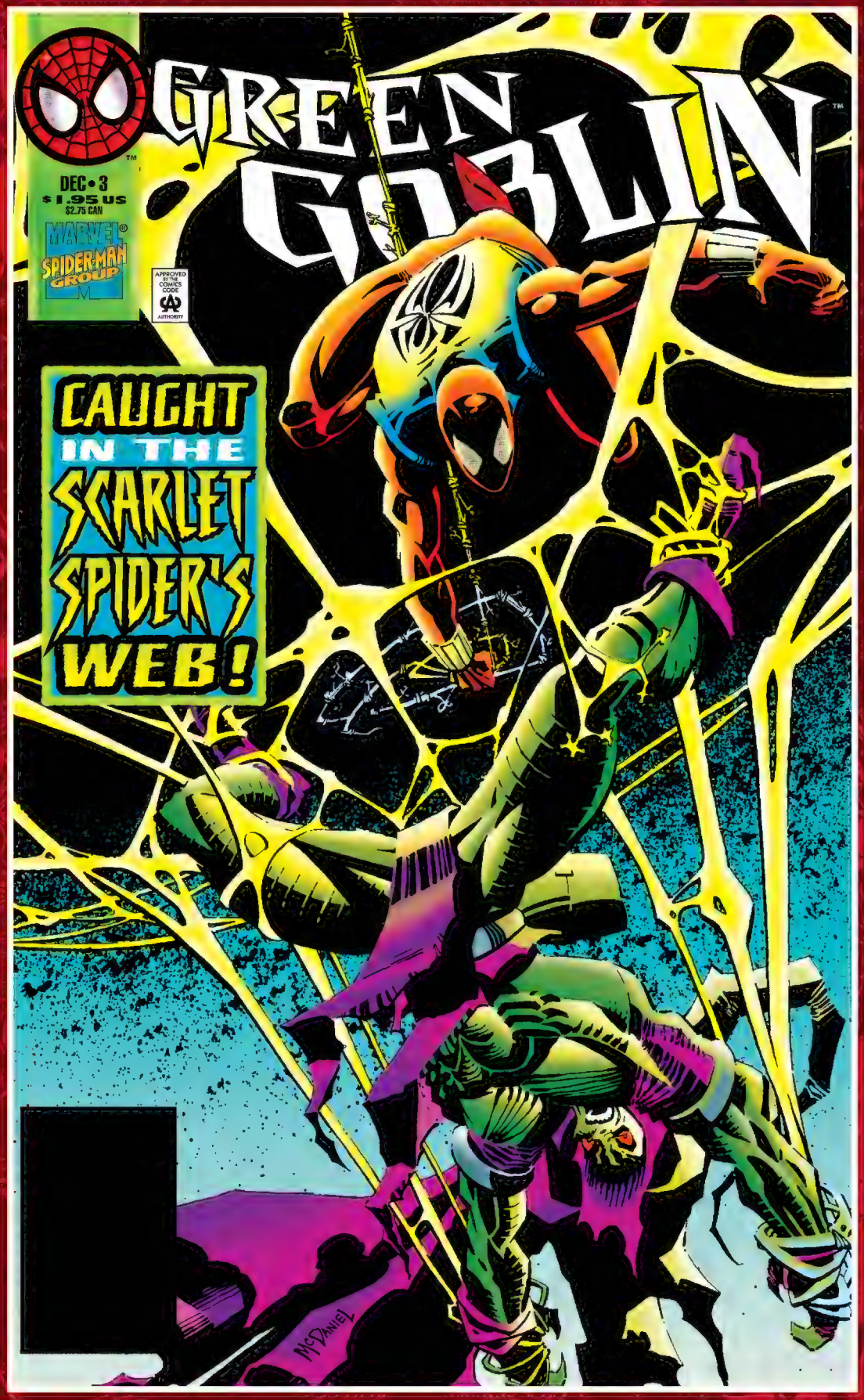
WHERE...
WHERE'D SHE GO?!
DON'T ASK ME!
?
HEY, FELLA, I DON'T MEAN TO BE PUSHY OR ANYTHING, BUT...
...WHERE'D YOU COME FROM?
UH... I WAS JUST, YOU KNOW... FLYING AROUND!
LOOK, WEBS, BE COOL! I GOT NO GRIPE WITH YOU!
THAT'S A LOAD OFF MY MIND--!
MAYBE I CAN HELP YOU TRACK THAT LADY!
LIKE I'M REALLY READY TO PAL WITH THE GREEN GOBLIN, AND--OHMIGOSH! YOU GOT THE TIME?
A LITTLE AFTER SIX!
C'MON, MAN! CUT ME SOME SLACK! IT AIN'T EASY BEING THE NEW GUY IN TOWN--!
NO... IT SURE AIN'T!
I'M DEAD!
I AM DEAD!
WHAT DO YOU SAY--? YOU WANT MY HELP?!
AH... OKAY! WE'LL MEET HERE TOMORROW AT MIDNIGHT!
YEAH... WHATEVER!
HEY--! I JUST REMEMBERED!
ELLIS IS STILL STUCK ON THAT WATER TOWER!
MAYBE I SHOULD RESCUE HIM!
LIKE... FAT CHANCE!

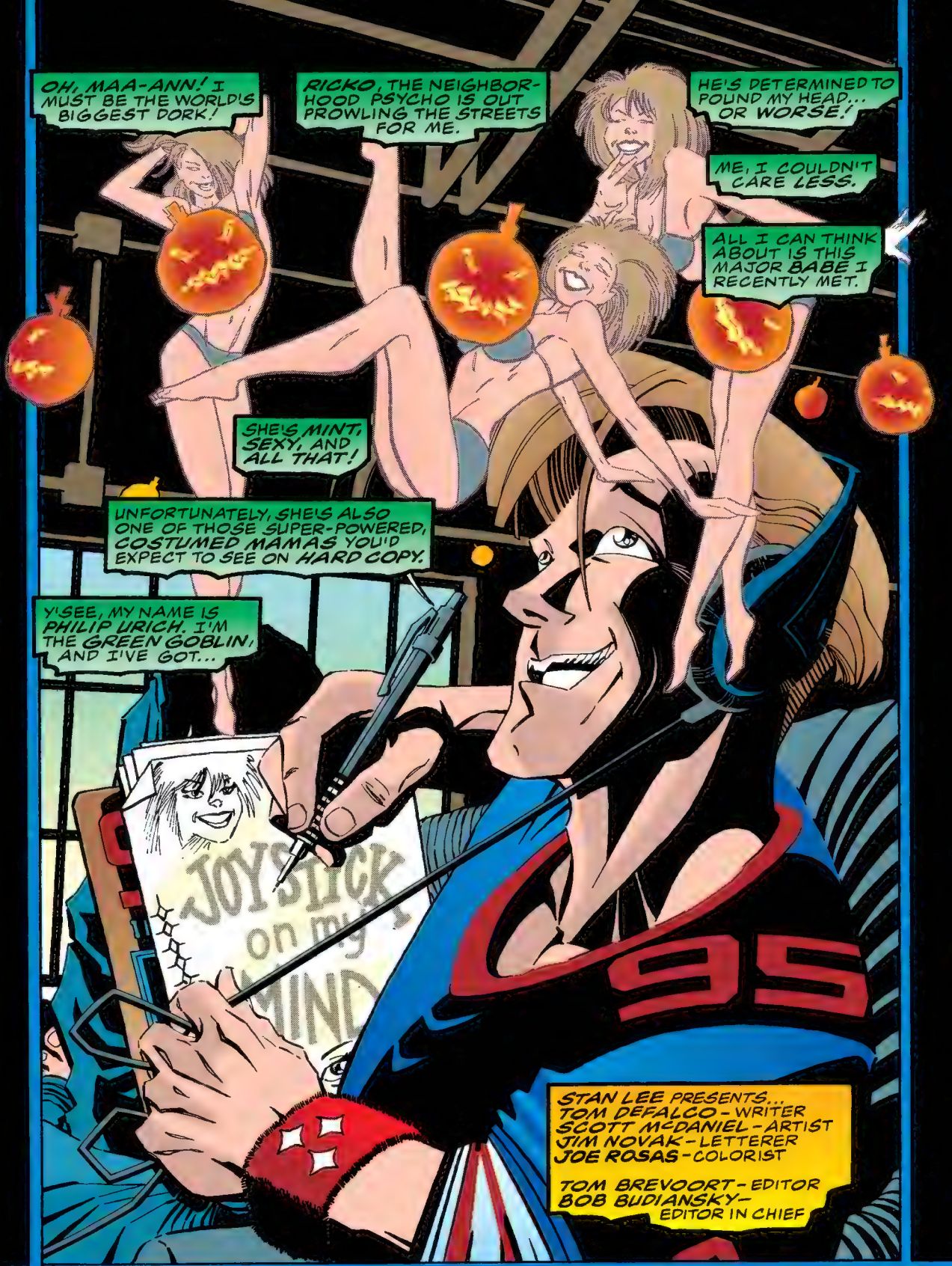

MEANWHILE, A DOZEN BLOCKS AWAY...
WHAT'S THE VERDICT?
BASED ON MY OBSERVATIONS, I'D SAY THE CENTRAL COMMITTEE WILL AWARD ANYWHERE BETWEEN 1,500 AND 2,000 POINTS FOR THE SCARLET SPIDER!
SOUNDS FAIR TO ME--!
LET'S NAIL HIM!
AND, SPEAKING OF NAILING BEN REILLY...
HE IS DEAD!
DEAD!
DEAD!
UH...
HI, CARRIE!
AH... MR. REILLY!
SO GOOD OF YOU TO ARRIVE!
FINALLY!
SORRY I'M LATE! I HOPE YOU HAVEN'T BEEN WAITING LONG!
IT DEPENDS ON HOW YOU DEFINE "LONG." IN GEOLOGICAL TERMS, NO! BUT, IF YOU MEAN SINCE SIX O'CLOCK...
...MY ANSWER'S AN UNEQUIVOCAL YES!

YOU LOOK BEAUTIFUL!
I GUESS I SHOULD'VE GOTTEN MORE DRESSED UP.
IT WOULD HAVE BEEN NICE.
LOOK, BEN... YOU'RE A PRETTY NICE GUY AND ALL... BUT, LET'S FACE IT, WE'RE HARDLY A MATCH MADE IN HEAVEN!
CAREFUL, CARRIE! IT ALMOST SOUNDS LIKE YOU'RE GETTING READY TO DUMP ME!
BEN, I...
I'D HAVE TO SAY THAT'S A PRETTY FAIR ASSESSMENT!
HELP--!
STOP THAT MAN--!
HE'S GOT MY PURSE!
CAN'T ENDANGER CARRIE BY GOING INTO ACTION! I'VE GOT TO HOLD BACK, AND--


HAI!
SWAKK!
CARRIE...THAT...THAT WAS FANTASTIC!
HAVE YOU FORGOTTEN THAT I TEACH A COURSE IN SELF-DEFENSE?
A MANEUVER LIKE THAT ONLY REQUIRES A LITTLE CONFIDENCE, AND A FEW DOZEN YEARS OF TRAINING!
IT'S A LOT LIKE LIFE, BEN!
THERE ARE THOSE WHO PREPARE FOR THE FUTURE, AND TAKE THE NECESSARY STEPS...
...AND THOSE WHO MERELY SIT BACK, AND GET PASSED BY!
CARRIE, I...
I DON'T KNOW WHAT TO SAY!
I DO.
GOODBYE, BEN... HAVE A NICE LIFE!

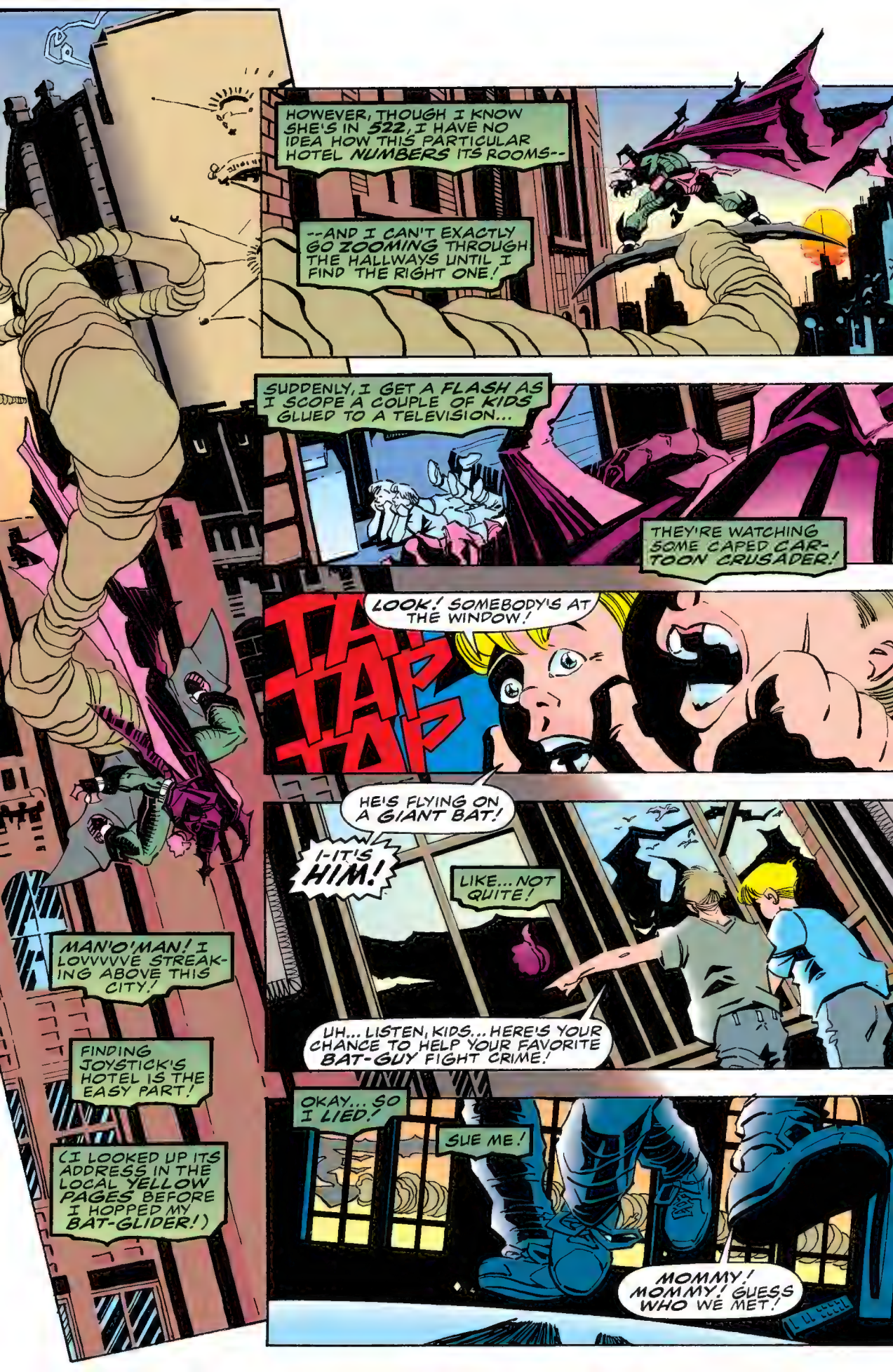
AT THAT VERY MOMENT, BACK IN PARIS...
WHERE IS SHE, HENRI?
WHERE HAVE YOU SENT THAT MISERABLE, SCHEMING WITCH?!
JOYSTICK HUMILIATED ME!
SHE STRIPPED ME OF MY HONOR... MY LEVEL... MY VERY MASK!
H-HAVE YOU GONE INSANE, MAN?!
TH-THERE ARE RULES AGAINST PERSONAL RETRIBUTION!
HANG THE RULES! HANG THE BLASTED GAME!
EL TORO NEGRO WILL HAVE VENGEANCE!
JOYSTICK WILL DIE... AS WILL ALL WHO OPPOSE ME!
THE GAME CONTINUES IN GREEN GOBLIN #3! THE CYBER WAR PROGRESSES IN SCARLET SPIDER #2! AND, JOIN US NEXT MONTH FOR AMAZING SPIDER-MAN #407, WHICH GUEST-STARS SILVER SABLE, SANDMAN, AND THE HUMAN TORCH!


GREEN GOBLIN
DEC • 3
$1.95 US
$2.75 CAN
MARVEL
SPIDER-MAN GROUP
APPROVED BY THE COMICS CODE AUTHORITY
CAUGHT IN THE SCARLET SPIDER'S WEB!
McDANIEL


OH, MAA-ANN! I MUST BE THE WORLD'S BIGGEST DORK!
RICKO, THE NEIGHBORHOOD PSYCHO IS OUT PROWLING THE STREETS FOR ME.
HE'S DETERMINED TO POUND MY HEAD... OR WORSE!
ME, I COULDN'T CARE LESS.
ALL I CAN THINK ABOUT IS THIS MAJOR BABE I RECENTLY MET.
SHE'S MINT, SEXY, AND ALL THAT!
UNFORTUNATELY, SHE'S ALSO ONE OF THOSE SUPER-POWERED, COSTUMED MAMAS YOU'D EXPECT TO SEE ON HARD COPY.
Y'SEE, MY NAME IS PHILIP URICH. I'M THE GREEN GOBLIN, AND I'VE GOT...
JOYSTICK on my MIND
95
STAN LEE PRESENTS...
TOM DEFALCO - WRITER
SCOTT McDANIEL - ARTIST
JIM NOVAK - LETTERER
JOE ROSAS - COLORIST
TOM BREVOORT - EDITOR
BOB BUDIANSKY - EDITOR IN CHIEF

I USED TO WONDER HOW A REAL SUPER-JOCK--
(I'M TALKING A GUY LIKE CAPTAIN AMERICA, THOR OR SPIDER-MAN)--
--COULD POSSIBLY KEEP HIS MIND ON THE HERO BIZ WHEN HE'S FIGHTING A PRIMO LOVELY!
YEAH, LIKE, I KNOW EXACTLY WHERE MY EYES WILL ZERO IF I EVER RUN ACROSS A MEGA-BEAUT LIKE THE ENCHANTRESS--
--OR THAT NEW DOCTOR OCTOPUS EVERYONE'S TALKING ABOUT--
--OR: SWEET MAMA: THE BLACK CAT!
(I FORGET IF SHE'S GOOD OR BAD THESE DAYS.)
YEAH, BUT JOYSTICK IS MY CURRENT CRUSH...
I STILL REMEMBER HOW SHE SLITHERED INTO THE DAILY BUGLE'S NEWS-ROOM, BATTING HER EYES AND SHAKING HER THING!
SHE CLAIMED TO BE LOOKING FOR THAT REPORTER, KEN ELLIS--
--(A TOTAL DWEEB WHO THINKS HE'S COMPETING WITH MY UNCLE BEN)--
--BUT I LATER LEARNED THAT SHE WAS ONLY TRYING TO USE ELLIS TO LEAD HER TO THE SCARLET SPIDER!
SEEMS SHE'S A PLAYER IN SOME CRAZY GAME--IN WHICH REAL PEOPLE ARE PITTED AGAINST EACH OTHER--AND SCARLET IS HER CURRENT TARGET!*
*AS SEEN IN AMAZING SCARLET SPIDER #2, NOW ON SALE. --TOM
THE SCARLET SPIDER--CAN YOU BELIEVE IT?!
SOME GUYS HAVE ALL THE LUCK!

HOWEVER, I DID GET HER CARD WHILE SHE WAS CRUISING THE BUGLE... COMPLETE WITH HER HOTEL AND ROOM NUMBER!
(I WAS SUPPOSED TO GIVE IT TO ELLIS, BUT I...ER ...FORGOT! HEH! HEH! HEH!)
JANICE OLIVIA YANIZESKI
JANICE OLIVIA YANIZESKI--?!
NO WONDER SHE FAVORS JOYSTICK!
SCARLET AND I ARE SUPPOSED TO LINK UP AROUND MIDNIGHT TO POOL OUR INFO.
YEAH, RIGHT!
LIKE, I REALLY NEED THE COMPETITION!
THE GOBLIN FLIES SOLO!
ARRGH!
I GET A MAJOR BRAIN BURN EVERY TIME I DON THIS STUPID MASK!
MUST HAVE SOMETHING TO DO WITH ITS INTERNAL CIRCUITRY!
I REALLY WISH THERE WAS AN EASIER WAY TO KICK-START MY SUPER STRENGTH AND SPEED UP MY REFLEXES!
THERE AIN'T!
SO I LIVE WITH IT!
BUT THAT DOESN'T STOP ME FROM COMPLAINING!

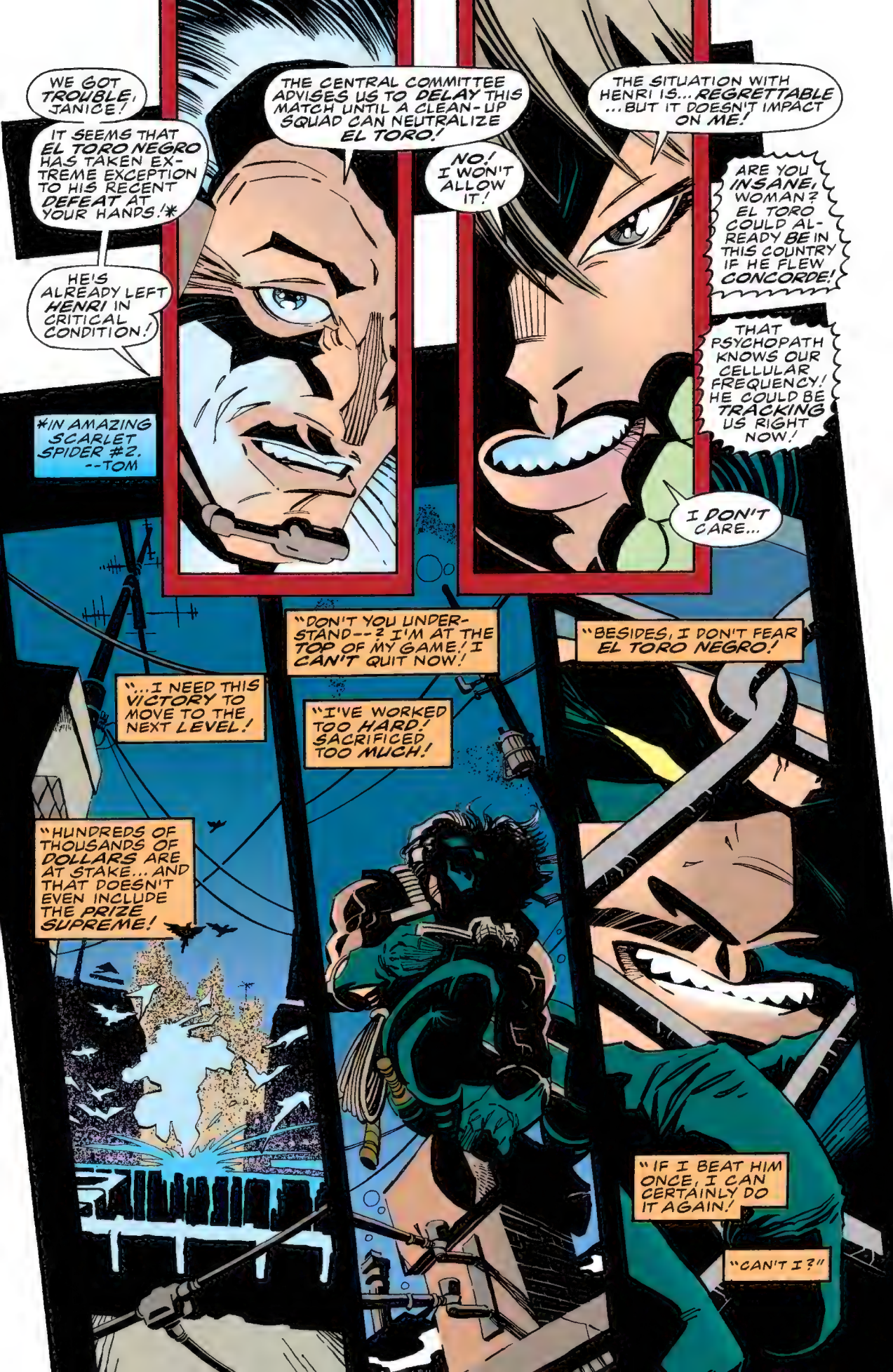

MAN'O'MAN! I LOVVVVVE STREAKING ABOVE THIS CITY!
FINDING JOYSTICK'S HOTEL IS THE EASY PART!
(I LOOKED UP ITS ADDRESS IN THE LOCAL YELLOW PAGES BEFORE I HOPPED MY BAT-GLIDER!)
HOWEVER, THOUGH I KNOW SHE'S IN 522, I HAVE NO IDEA HOW THIS PARTICULAR HOTEL NUMBERS ITS ROOMS--
--AND I CAN'T EXACTLY GO ZOOMING THROUGH THE HALLWAYS UNTIL I FIND THE RIGHT ONE!
SUDDENLY, I GET A FLASH AS I SCOPE A COUPLE OF KIDS GLUED TO A TELEVISION...
THEY'RE WATCHING SOME CAPED CARTOON CRUSADER!
TAP TAP TAP
LOOK! SOMEBODY'S AT THE WINDOW!
HE'S FLYING ON A GIANT BAT!
I-IT'S HIM!
LIKE... NOT QUITE!
UH... LISTEN, KIDS... HERE'S YOUR CHANCE TO HELP YOUR FAVORITE BAT-GUY FIGHT CRIME!
OKAY... SO I LIED!
SUE ME!
MOMMY! MOMMY! GUESS WHO WE MET!

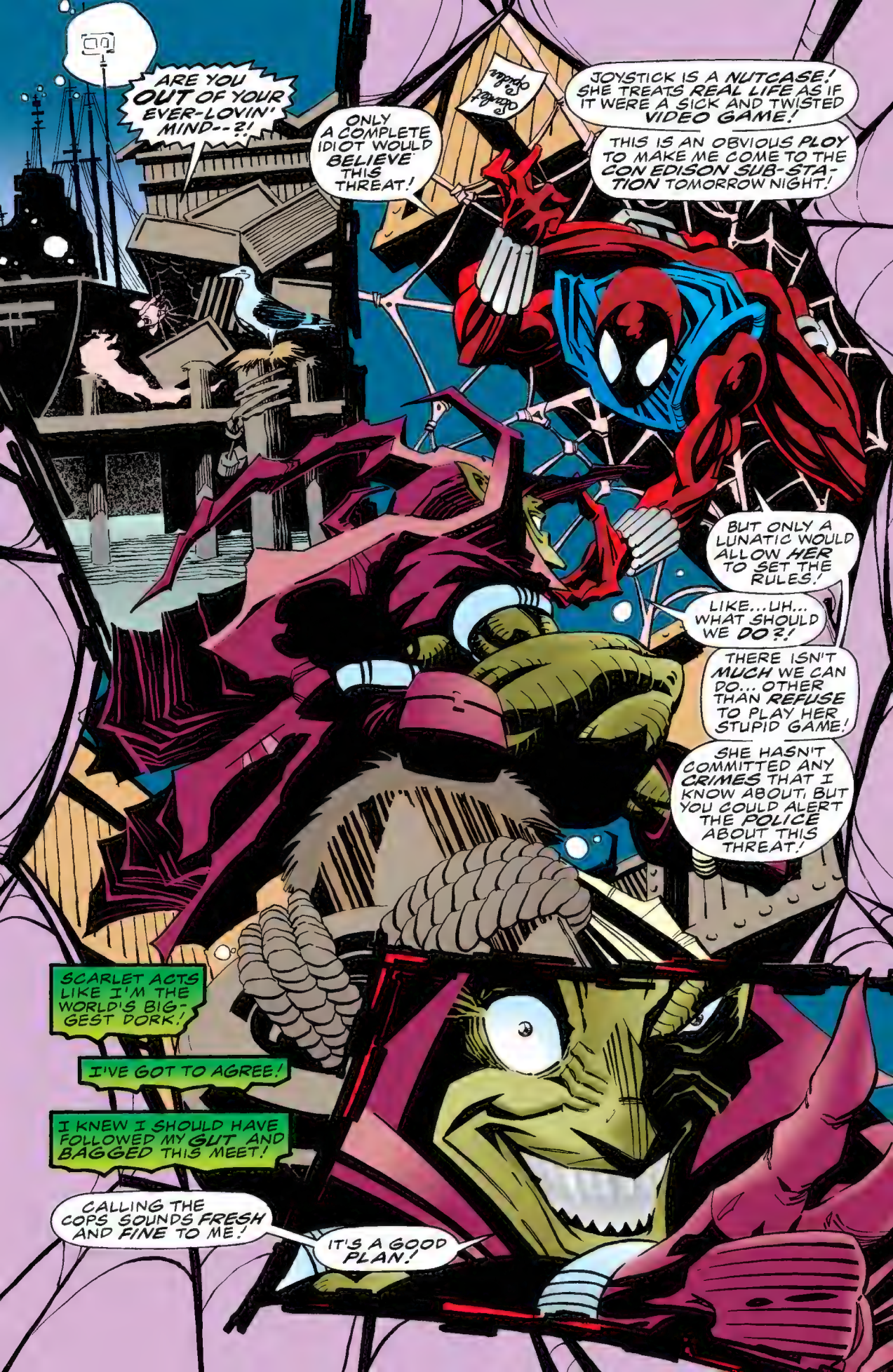
FOLLOWING THE KIDS' DIRECTIONS, I QUICKLY PINPOINT JOY'S ROOM...
AN OPEN WINDOW AWAITS ME!
COULD THIS BE AN INVITATION--?!
I'D LIKE TO THINK SO!
THE GOOD NEWS IS THAT THERE'S A NOTE WAITING FOR ME ON THE COFFEE TABLE...
Scarlet Spider
THE BAD NEWS IS THAT IT'S ADDRESSED TO THE SCARLET SPIDER!
I MUST BE THE WORLD'S BIGGEST DORK!

Scarlet
I KNOW IT'S IMPOLITE TO READ SOMEONE ELSE'S MAIL!
TOUGH!
HEY--! SOMETHING'S ATTACHED TO THE NOTE!
IT LOOKS LIKE FISHING LINE, AND IT RUNS BENEATH THE--
UH-OH!
KWA-PWOOM!
YEAH, I FEEL LOTS BETTER NOW!
GAS!
AT LEAST MY MASK PROTECTS ME FROM THE FUMES...
I GUESS I COULD TAKE SOME COMFORT IN THE FACT THAT THIS SURPRISE WAS RIGGED FOR SCARLET.

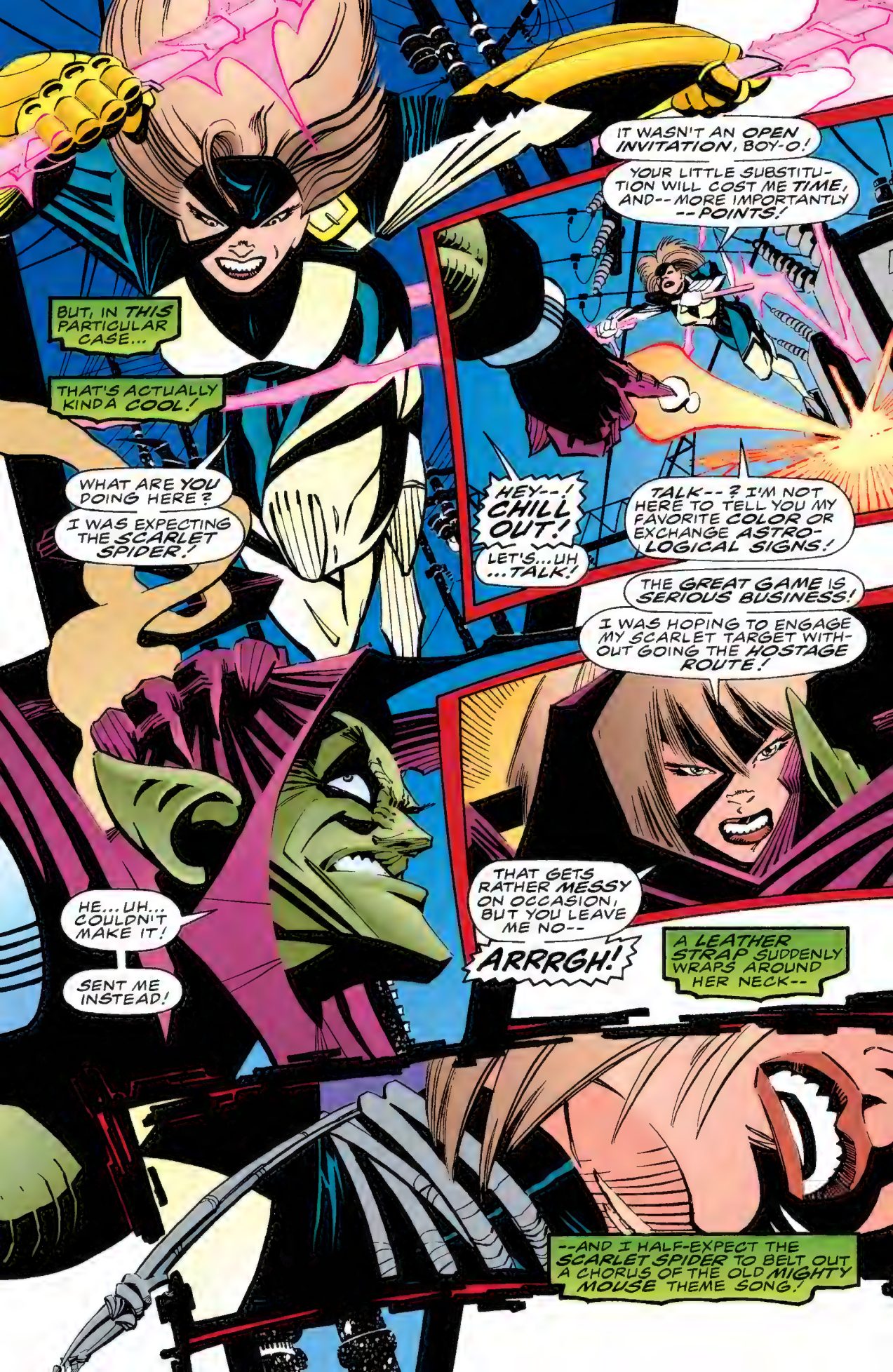
BUT NOTHING CAN KEEP HOTEL SECURITY OFF MY BACK!
OPEN UP IN THERE--!
USE THE PASS-KEY!
THIS IS SECURITY!
A GUEST REPORTED THAT HER KIDS SAW A MAN OUTSIDE THEIR WINDOW!
522
LOOK--!
IT'S SOME COSTUMED FREAK!
SOMEBODY CALL 911!
TELL'EM TO SEND CODE: BLUE!
MY LITTLE RENDEZ-VOUS WITH JOY-STICK DIDN'T QUITE WORK OUT AS PLANNED...
HA HA HA HA!
BUT I DO KNOW WHERE I CAN FIND HER TOMORROW NIGHT!
Spid
the Power Sta
OR
People will die!
Joystick
IT'S A DATE THE GOBLIN INTENDS TO KEEP!

HE ACTUALLY TRIGGERED THE GAS GRENADE--?!
LOOOO-SER!
SIMMER DOWN, JOYSTICK!
SINCE I COULDN'T LEAVE ANY OF MY MONITORING EQUIPMENT FOR THE AUTHORITIES TO FIND, WE HAVE NO PROOF IT REALLY WAS THE SCARLET SPIDER!
IT COULD HAVE BEEN ELLIS OR THE MAID!
WAIT--! YOU MAY BE RIGHT AFTER ALL!
ACCORDING TO THE POLICE REPORT I JUST SCANNED, A COSTUMED FIGURE WAS OBSERVED LEAVING THE SCENE!
EXCELLENT! I'LL GET MORE POINTS BY DEFEATING HIM IN COMBAT!
WHAT MAKES YOU THINK HE'LL SHOW?!
THE HERO TYPES ALWAYS DO!
THEY'RE SOOO PREDICTABLE!
I GUESS IT HAS SOMETHING TO DO WITH PERSONAL HONOR!
A CONCEPT WHICH ELUDES YOU!
IN CASE YOU DIDN'T KNOW IT, PAL... I'M ONLY IN THIS GAME TO WIN THE PRIZE SUPREME!
KING RING
SOMETHING MUST BE WRONG! THAT'S THE REFEREE HOTLINE--!
I AM CALLING FROM PARIS.
YOU ARE THE MONITOR ASSIGNED TO JOYSTICK?
YES...
L'HOPITAL OE MERCY
WHERE IS HENRI?
THAT IS PRECISELY WHY THE CENTRAL COMMITTEE ASKED ME TO CONTACT YOU.
YOUR REGULAR REFEREE HAS MET WITH A RATHER UNFORTUNATE ACCIDENT.
THE GREAT GAME HAS APPARENTLY ACQUIRED A ROGUE PLAYER!


WE GOT TROUBLE, JANICE!
IT SEEMS THAT EL TORO NEGRO HAS TAKEN EXTREME EXCEPTION TO HIS RECENT DEFEAT AT YOUR HANDS!*
HE'S ALREADY LEFT HENRI IN CRITICAL CONDITION!
*IN AMAZING SCARLET SPIDER #2. --TOM
THE CENTRAL COMMITTEE ADVISES US TO DELAY THIS MATCH UNTIL A CLEAN-UP SQUAD CAN NEUTRALIZE EL TORO!
NO! I WON'T ALLOW IT!
THE SITUATION WITH HENRI IS... REGRETTABLE ...BUT IT DOESN'T IMPACT ON ME!
ARE YOU INSANE, WOMAN? EL TORO COULD ALREADY BE IN THIS COUNTRY IF HE FLEW CONCORDE!
THAT PSYCHOPATH KNOWS OUR CELLULAR FREQUENCY! HE COULD BE TRACKING US RIGHT NOW!
I DON'T CARE...
"...I NEED THIS VICTORY TO MOVE TO THE NEXT LEVEL!
"DON'T YOU UNDERSTAND--? I'M AT THE TOP OF MY GAME! I CAN'T QUIT NOW!
"I'VE WORKED TOO HARD! SACRIFICED TOO MUCH!
"BESIDES, I DON'T FEAR EL TORO NEGRO!
"HUNDREDS OF THOUSANDS OF DOLLARS ARE AT STAKE... AND THAT DOESN'T EVEN INCLUDE THE PRIZE SUPREME!
"IF I BEAT HIM ONCE, I CAN CERTAINLY DO IT AGAIN!
"CAN'T I?"


ARE YOU OUT OF YOUR EVER-LOVIN' MIND--?!
ONLY A COMPLETE IDIOT WOULD BELIEVE THIS THREAT!
JOYSTICK IS A NUTCASE! SHE TREATS REAL LIFE AS IF IT WERE A SICK AND TWISTED VIDEO GAME!
THIS IS AN OBVIOUS PLOY TO MAKE ME COME TO THE CON EDISON SUB-STATION TOMORROW NIGHT!
BUT ONLY A LUNATIC WOULD ALLOW HER TO SET THE RULES!
LIKE...UH... WHAT SHOULD WE DO?!
THERE ISN'T MUCH WE CAN DO... OTHER THAN REFUSE TO PLAY HER STUPID GAME!
SHE HASN'T COMMITTED ANY CRIMES THAT I KNOW ABOUT, BUT YOU COULD ALERT THE POLICE ABOUT THIS THREAT!
SCARLET ACTS LIKE I'M THE WORLD'S BIGGEST DORK!
I'VE GOT TO AGREE!
I KNEW I SHOULD HAVE FOLLOWED MY GUT AND BAGGED THIS MEET!
CALLING THE COPS SOUNDS FRESH AND FINE TO ME!
IT'S A GOOD PLAN!

UNFORTUNATELY, I DON'T FOLLOW IT.!
WHAT CAN I SAY? THE BOY'S IN LOVE!
(OKAY, MAYBE ONLY LUST... BUT WHY GET TECHNICAL?!)
ANYWAY, I MANAGE TO GET THROUGH THE NEXT DAY WITHOUT SCREWING UP AT WORK (MUCH), OR RUNNING INTO RICKO (=WHEW=)!
I'M FEELING PRETTY GOOD ABOUT MYSELF AS I SWOOP TOWARD THE RENDEZVOUS POINT!
AFTER ALL... WHAT COULD POSSIBLY GO WRONG?!
BAAAAD QUESTION!
BAZHARK!
THE SNEAK ATTACK SENDS ME PINBALLING TOWARD SOME HIGH-TENSION WIRES--
--WHICH I BARELY MANAGE TO AVOID!
WHATEVER ZAPPED ME LEAVES ME DAZED AND SEEING DOUBLE...


IT WASN'T AN OPEN INVITATION, BOY-O!
YOUR LITTLE SUBSTITUTION WILL COST ME TIME, AND--MORE IMPORTANTLY --POINTS!
BUT, IN THIS PARTICULAR CASE...
THAT'S ACTUALLY KINDA COOL!
WHAT ARE YOU DOING HERE?
I WAS EXPECTING THE SCARLET SPIDER!
HEY--! CHILL OUT! LET'S...UH ...TALK!
TALK--? I'M NOT HERE TO TELL YOU MY FAVORITE COLOR OR EXCHANGE ASTROLOGICAL SIGNS!
THE GREAT GAME IS SERIOUS BUSINESS!
I WAS HOPING TO ENGAGE MY SCARLET TARGET WITHOUT GOING THE HOSTAGE ROUTE!
HE...UH... COULDN'T MAKE IT!
SENT ME INSTEAD!
THAT GETS RATHER MESSY ON OCCASION, BUT YOU LEAVE ME NO--
ARRRGH!
A LEATHER STRAP SUDDENLY WRAPS AROUND HER NECK--
--AND I HALF-EXPECT THE SCARLET SPIDER TO BELT OUT A CHORUS OF THE OLD MIGHTY MOUSE THEME SONG!

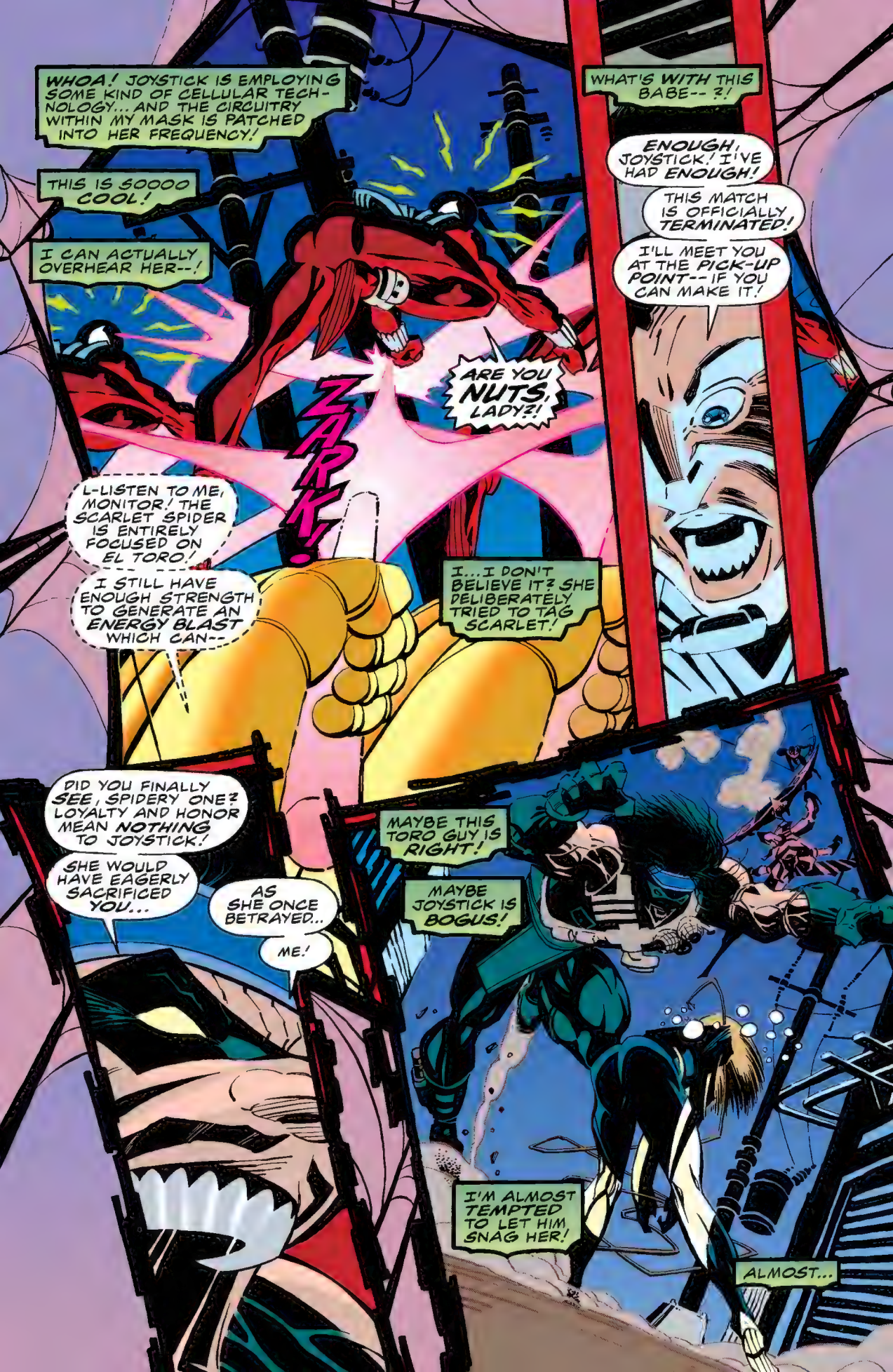
NO SUCH LUCK!
THE WOMAN IS MINE!
SHE MUST DIE AT THE HANDS OF EL TORO NEGRO!
INSTEAD I GET A FRANK CASTLE WANNABE... WHO'S EQUIPPED WITH MORE ARMAMENT THAN A SURVIVALIST CONVENTION!
JOYSTICK'S IN MEGA TROUBLE!
A REAL HERO WOULD INSTANTLY SPRING TO HER RESCUE!
ME, I'M PLANNING MY EXIT STRATEGY--
--WHEN EL WHATEVER TAKES AN EXCEPTIONALLY CHEAP SHOT!
WUMP!
:UNNN:
JOYSTICK! ARE YOU STILL ON-LINE--?
WHAT'S HAPPENING OUT THERE?
SHOULD I INVALIDATE THIS MATCH--?!
N-NO--!
SWAKK!
STUPID WITCH! YOU STRIPPED ME OF MY HONOR IN THE NAME OF YOUR PRECIOUS GAME--
--AND I WILL HAVE VENGEANCE!
I KNOW I SHOULD JUST BAG THIS SCENE--

--BUT EVEN I HAVE LIMITS!
NO MORE!
ARRRK!
LEAVE HER ALONE!
FOOL! EL TORO WOULD HAVE ALLOWED YOU TO LIVE!
I KNOW MY BAT-GLIDER IS POWERFUL ENOUGH... TO ZIP ME OUT OF GODZILLA'S GRIP... BEFORE HE SWINGS ME INTO THE WIRES OVERHEAD!
PZZ-AKK!
BUT I JUST DON'T REACT QUICK ENOUGH!

I'M DEAD!
DEAD! DEAD! DEAD!
MY ONLY HOPE IS A WEAPON WHICH I ALREADY KNOW I CAN'T CONTROL--
--MY DREADED LUNATIC LAUGH!
HA HA HA HA HA HA
AAYYEEEE!
MY EARS--!
WHAT HAVE YOU DONE TO MY EARS?!
I DID IT! I ACTUALLY CRASHED THIS GOOF!

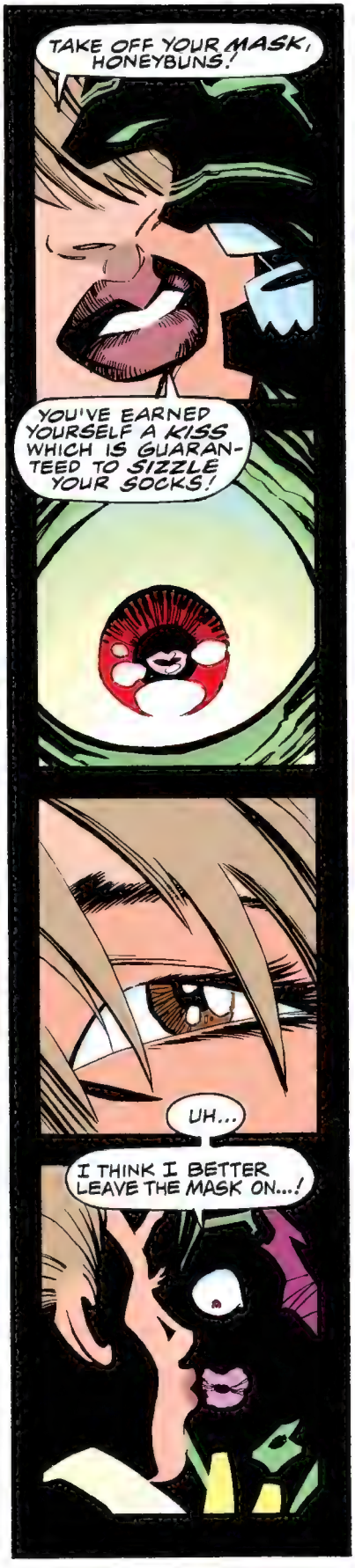
BUT DO I GET ANY CREDIT--?!
GUESS AGAIN!
YOU'RE LUCKY I DON'T TRUST YOU, GOBLIN!
I HAD A HUNCH YOU'D PLAY BONEHEAD, AND COME HERE ALONE!
SPWOOM!
ARE YOU YANKING ME, WEBS--?!
THE GREEN GOBLIN RULES!
I ALREADY HAD THIS DUDE LAID OUT WHEN YOU ARRIVED!
HE WAS TOAST!

IS THAT A FACT--?!
BRA-TA-TOOM!
SO MAYBE I WAS A TEENSY BIT MISTAKEN!
UGN! H-HURTS TO BREATHE! RIBS ARE CRACKED!
I MIGHT ALSO HAVE A CONCUSSION... OR WORSE!
B-BUT THE SCARLET SPIDER IS HERE!
HE'S FINALLY HERE!
IGNORANT DOGS! EL TORO NEGRO IS AS STRONG AND INEXHAUSTIBLE AS THE NOBLE BEAST FOR WHICH HE WAS NAMED!
WATCH IT, MAN! YOU COULD HURT SOMEBODY WITH THOSE KNIVES!
IF YOU WANT TO PLAY CATCH, TRY FIELDING A FEW PUMPKIN BOMBS!
M-MONITOR--?!
C-CAN YOU HEAR ME?!
JUST BARELY, JANICE! ARE YOU AMBULATORY?!
Y-YES, AND I CAN STILL SALVAGE THIS MATCH!


WHOA! JOYSTICK IS EMPLOYING SOME KIND OF CELLULAR TECHNOLOGY... AND THE CIRCUITRY WITHIN MY MASK IS PATCHED INTO HER FREQUENCY!
THIS IS SOOOO COOL!
I CAN ACTUALLY OVERHEAR HER--!
ZARK!
ARE YOU NUTS, LADY?!
L-LISTEN TO ME, MONITOR! THE SCARLET SPIDER IS ENTIRELY FOCUSED ON EL TORO!
I STILL HAVE ENOUGH STRENGTH TO GENERATE AN ENERGY BLAST WHICH CAN--
I...I DON'T BELIEVE IT? SHE DELIBERATELY TRIED TO TAG SCARLET!
WHAT'S WITH THIS BABE--?!
ENOUGH, JOYSTICK! I'VE HAD ENOUGH!
THIS MATCH IS OFFICIALLY TERMINATED!
I'LL MEET YOU AT THE PICK-UP POINT--IF YOU CAN MAKE IT!
DID YOU FINALLY SEE, SPIDERY ONE? LOYALTY AND HONOR MEAN NOTHING TO JOYSTICK!
SHE WOULD HAVE EAGERLY SACRIFICED YOU...
AS SHE ONCE BETRAYED...
ME!
MAYBE THIS TORO GUY IS RIGHT!
MAYBE JOYSTICK IS BOGUS!
I'M ALMOST TEMPTED TO LET HIM SNAG HER!
ALMOST...

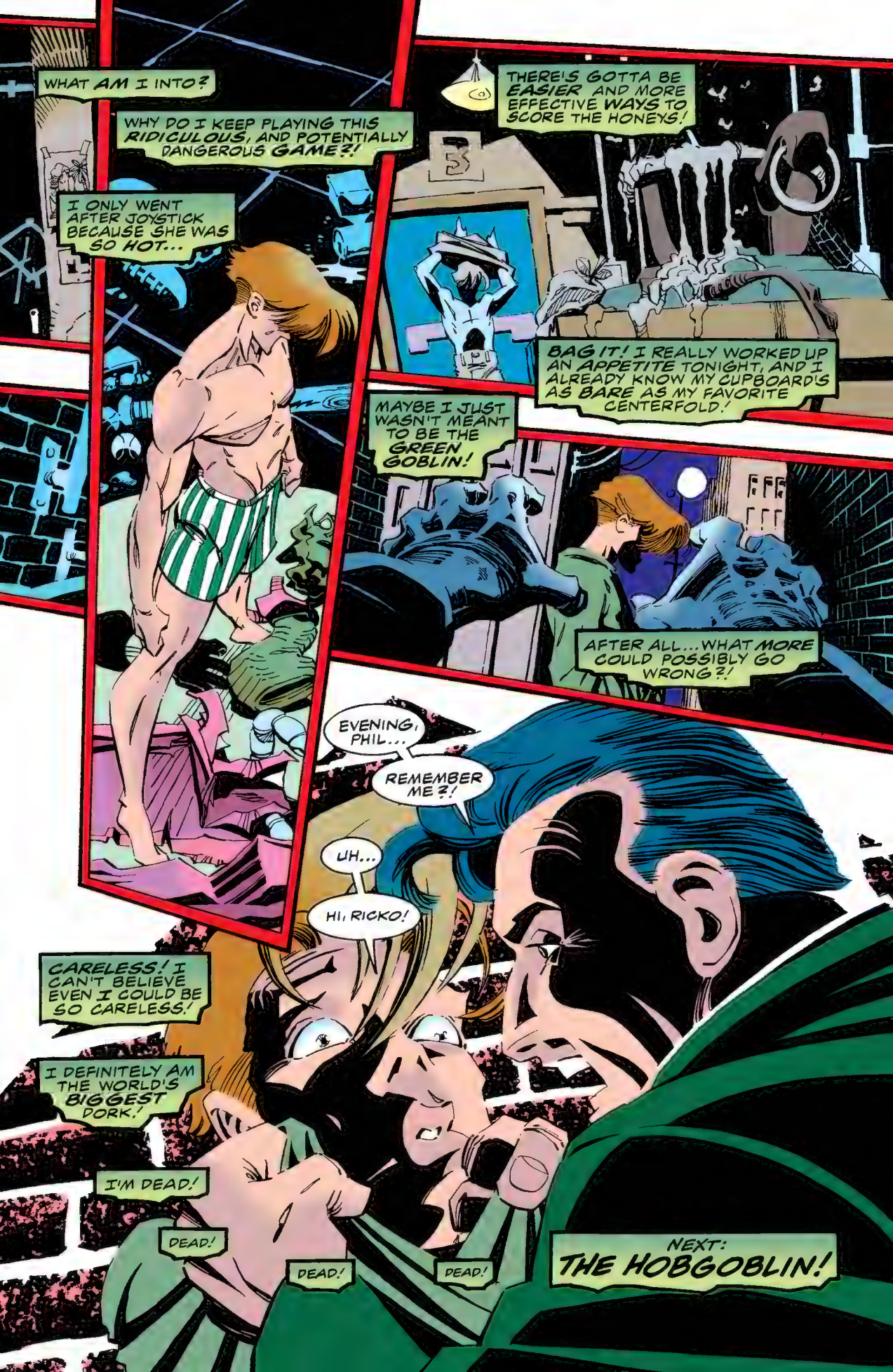
BUT THAT DOESN'T STOP ME FROM PLAYING HERO!
DON'T KNOW!
MAYBE I'VE GOT A RECESSIVE GENE!
BRIGHTEN UP, BUNKY! THE GOBLIN MAY HAVE FLOWN OFF WITH YOUR DATE, BUT THE SCARLET SPIDER WON'T DESERT YOU!
GET OUT OF MY WAY, INSECT!
YOU CANNOT STOP ME!
WHY DO YOU SNATCH HER FROM A DEATH SO RICHLY DESERVED?!
SURE, I CAN... JUST WATCH!
PWOP!
OH, MAA-ANN! SCARLET REALLY UPS THE GEAR--
--USING HIS AMAZING SPEED AND AGILITY TO ATTACK FROM EVERY CONCEIVABLE DIRECTION!
NOT TOO SHABBY FOR A GUY WHO'S RAPPED FOR BEING A SECOND-RATE SPIDER-MAN!

WHILE SCARLET FINISHES UP WITH EL STIFFO, I ATTEND TO OTHER MATTERS...
YOU'D... UH... BETTER MAKE TRACKS, LADY!
SCARLET AIN'T EXACTLY YOUR BIGGEST FAN!
Y-YOU SAVED MY LIFE!
I OWE YOU BIG TIME, AND I'D LIKE TO SHOW MY APPRECIATION!


TAKE OFF YOUR MASK, HONEYBUNS!
YOU'VE EARNED YOURSELF A KISS WHICH IS GUARANTEED TO SIZZLE YOUR SOCKS!
UH...
I THINK I BETTER LEAVE THE MASK ON...!

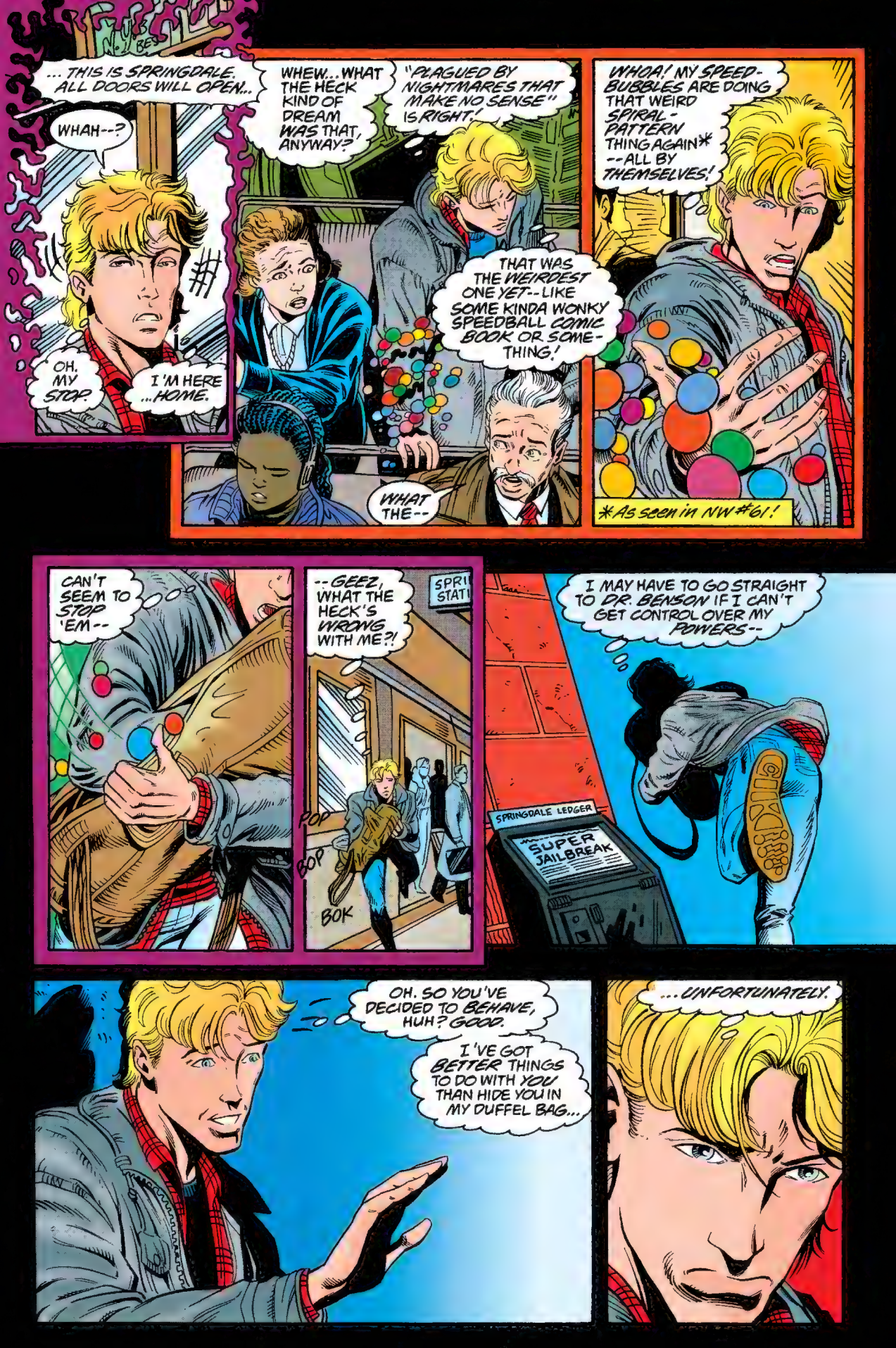
SUIT YOURSELF, CUTIE!
MAYBE YOU'LL GET REAL LUCKY SOMEDAY, AND I'LL GIVE YOU ANOTHER SHOT AT PARADISE!
CIAO... FOR NOW!
LIKE... UH... WHATEVER!
YEAH, I KNOW...
I MUST BE THE WORLD'S BIGGEST DORK!

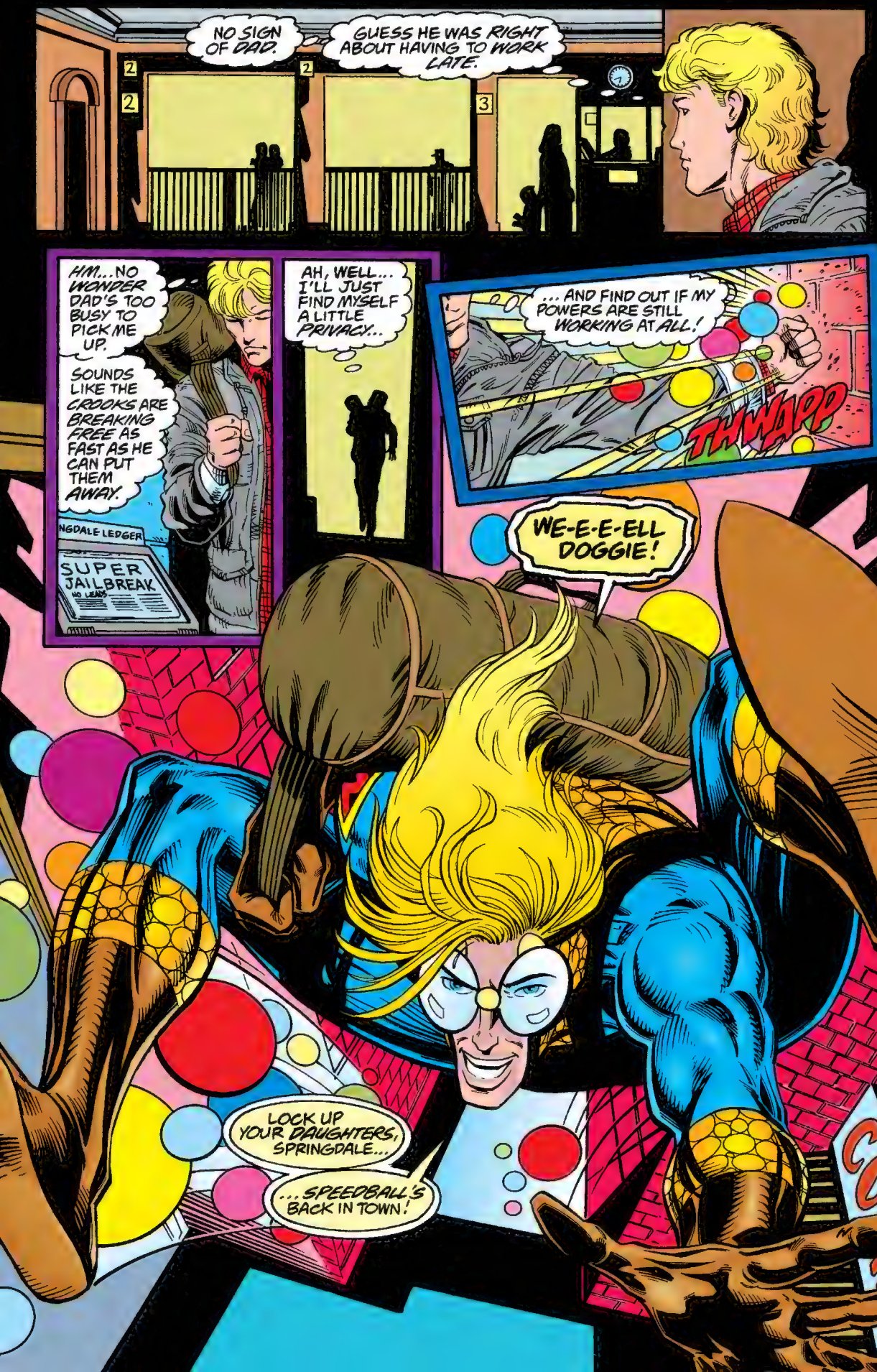
WHAT'S WITH YOUR HEAD, MAN?
WHERE'S YOUR SENSE OF RESPONSIBILITY?!
I DON'T WANT TO HEAR IT!
CRIMEBUSTING IS YOUR GIG... NOT MINE!
BAG THAT NOISE, WEBS--!
YOU LET HER GO--?!
THAT AMORAL NUT-JOB TRIED TO FRY ME WHILE I WAS IN THE MIDDLE OF DEFENDING HER!
I AM NOT WITH THIS WHOLE HERO THING!
OKAY, HOTSHOT! TELL ME WHAT YOU ARE WITH--!
THE LAUGHS, MAN...
I'M STRICTLY LOOKING FOR JOLLIES...
HA HA HA HA!
IT'S A GREAT EXIT LINE...
BUT SCARLET'S QUESTION HAUNTS ME ALL THE WAY HOME!


WHAT AM I INTO?
WHY DO I KEEP PLAYING THIS RIDICULOUS, AND POTENTIALLY DANGEROUS GAME?!
I ONLY WENT AFTER JOYSTICK BECAUSE SHE WAS SO HOT...
THERE'S GOTTA BE EASIER AND MORE EFFECTIVE WAYS TO SCORE THE HONEYS!
BAG IT! I REALLY WORKED UP AN APPETITE TONIGHT, AND I ALREADY KNOW MY CUPBOARD'S AS BARE AS MY FAVORITE CENTERFOLD!
MAYBE I JUST WASN'T MEANT TO BE THE GREEN GOBLIN!
AFTER ALL...WHAT MORE COULD POSSIBLY GO WRONG?!
EVENING, PHIL...
REMEMBER ME?!
UH...
HI, RICKO!
CARELESS! I CAN'T BELIEVE EVEN I COULD BE SO CARELESS!
I DEFINITELY AM THE WORLD'S BIGGEST DORK!
I'M DEAD!
DEAD!
DEAD!
DEAD!
NEXT:
THE HOBGOBLIN!

WOULDJA BELIEVE — THE SPEEDBALL REVENGE SQUAD?!
NEW WARRIORS
ONLY HERE
$2.10 CAN
DEC • 66
MARVEL SPIDER-MAN GROUP
PLUS!
THE RETURN OF NIELS
THE BOUNCING CAT!

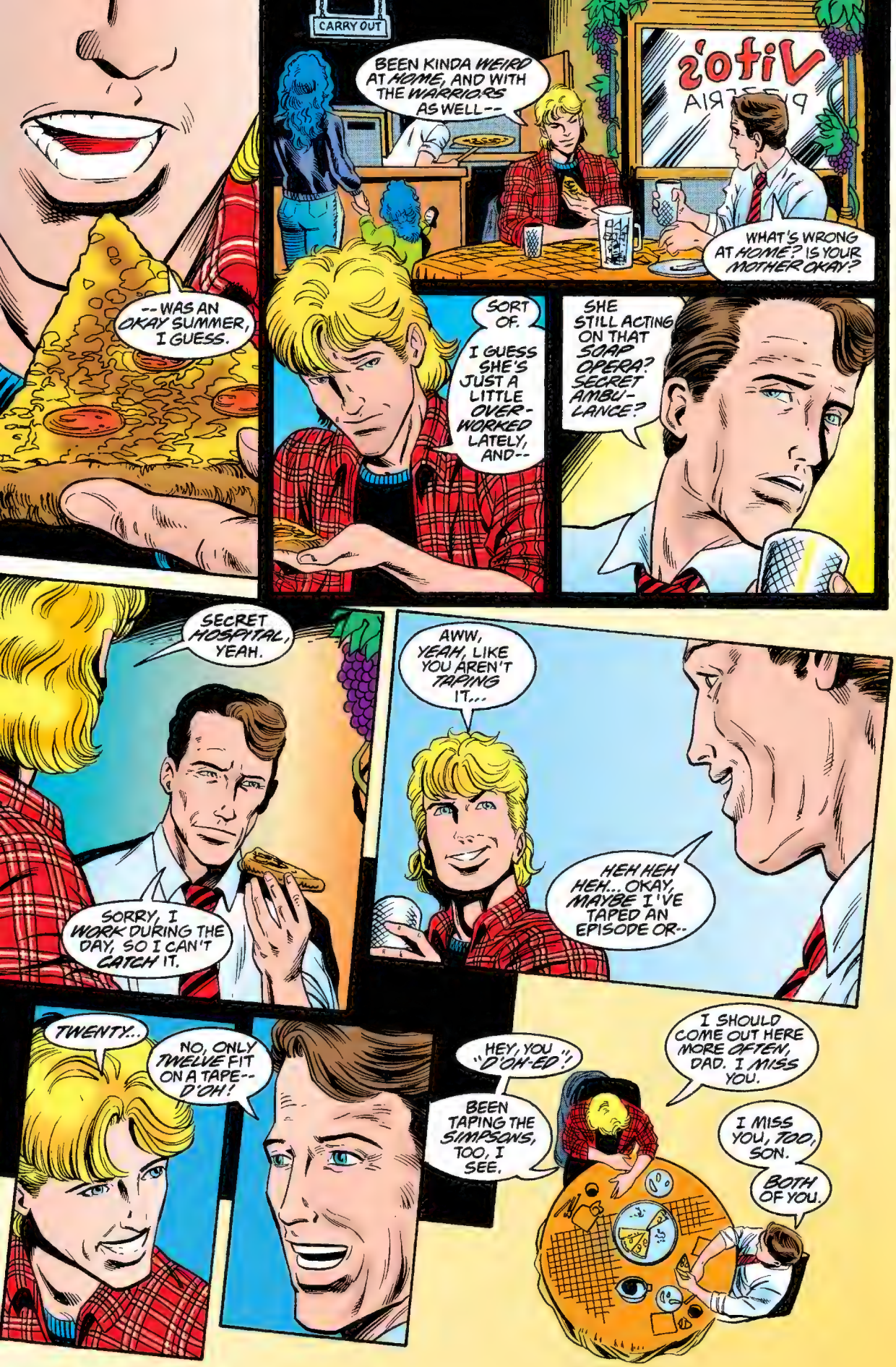
TORMENTED BY PREDICTIONS OF IMPENDING DOOM...
...BETRAYED BY INCREASINGLY UNPREDICTABLE KINETIC SUPER-POWERS...
...HARANGUED BY AN OVER-WORKED AND EVER-CRANKIER MOTHER...
... AND PLAGUED BY TERRIFYING NIGHTMARES THAT MAKE NO SENSE...
...CAN EVEN ROBBIE BALDWIN, A.K.A. SPEEDBALL THE MASKED MARVEL
HOPE TO FIND ANSWERS FROM HIS...
RETURN TO SPRINGDALE
THIS STOP, SPRINGDALE. ALL DOORS WILL OPEN AT SPRING-DALE. NEW HAVEN IS NEXT...
EVAN SKOLNICK speedy story
PATRICK ZIRCHER speedy pencils
ANDREW PEPOY speedy inks
JOHN COSTANZA speedy letters
ADAM WALLENTA speedy colors
TOM BREVOORT semi-speedy edits
BOB BUDIANSKY speed-reading
Respectfully dedicated to STEVE DITKO

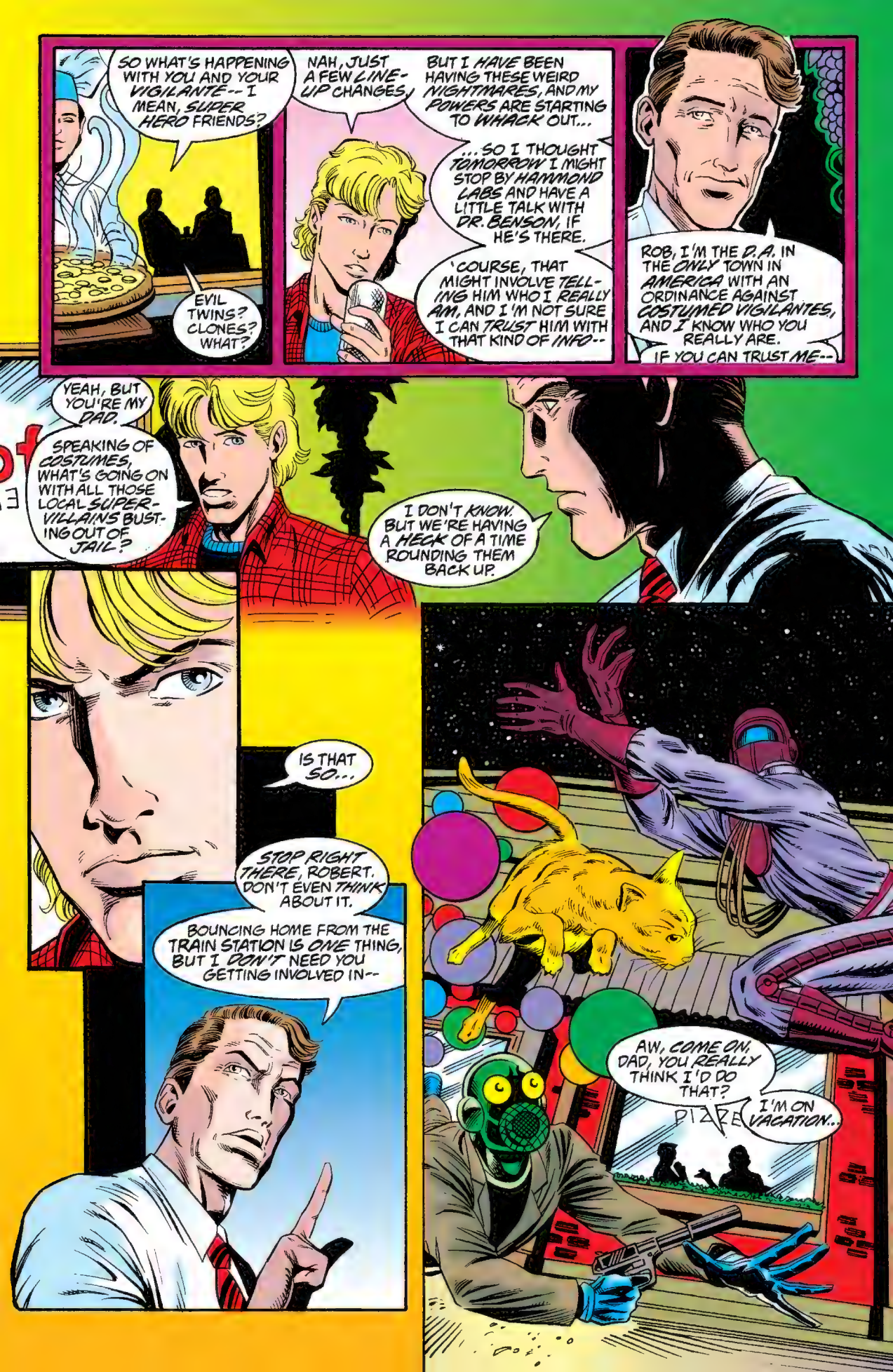

... THIS IS SPRINGDALE. ALL DOORS WILL OPEN...
WHAH--?
OH. MY STOP.
I'M HERE ...HOME.
WHEW... WHAT THE HECK KIND OF DREAM WAS THAT, ANYWAY?
"PLAGUED BY NIGHTMARES THAT MAKE NO SENSE" IS RIGHT.
THAT WAS THE WEIRDEST ONE YET--LIKE SOME KINDA WONKY SPEEDBALL COMIC BOOK OR SOMETHING!
WHAT THE--
WHOA! MY SPEED-BUBBLES ARE DOING THAT WEIRD SPIRAL-PATTERN THING AGAIN* --ALL BY THEMSELVES!
*As seen in NW #61!
CAN'T SEEM TO STOP 'EM--
--GEEZ, WHAT THE HECK'S WRONG WITH ME?!
POP
BOP
BOK
I MAY HAVE TO GO STRAIGHT TO DR. BENSON IF I CAN'T GET CONTROL OVER MY POWERS--
SPRINGDALE LEDGER
SUPER JAILBREAK
OH. SO YOU'VE DECIDED TO BEHAVE, HUH? GOOD.
I'VE GOT BETTER THINGS TO DO WITH YOU THAN HIDE YOU IN MY DUFFEL BAG...
...UNFORTUNATELY.


NO SIGN OF DAD.
GUESS HE WAS RIGHT ABOUT HAVING TO WORK LATE.
HM...NO WONDER DAD'S TOO BUSY TO PICK ME UP.
SOUNDS LIKE THE CROOKS ARE BREAKING FREE AS FAST AS HE CAN PUT THEM AWAY.
NGDALE LEDGER
SUPER JAILBREAK
NO LEADS
AH, WELL... I'LL JUST FIND MYSELF A LITTLE PRIVACY...
... AND FIND OUT IF MY POWERS ARE STILL WORKING AT ALL!
THWAPP
WE-E-E-ELL DOGGIE!
LOCK UP YOUR DAUGHTERS, SPRINGDALE...
...SPEEDBALL'S BACK IN TOWN!

PURSUE THAT PECULIAR PROJECTILE!
POING
MROWW?
WHERE?
PESKY PUSSY--!
MINUTES LATER, AT THE TWO-BEDROOM RANCH ROBBIE BALDWIN USED TO CALL HOME...
MAN, DOES THIS OLD HOUSE BRING BACK SOME CHILDHOOD MEMORIES! IT'S ALL GUSHING BACK...
...GEORGE BUSH AND HIS THOUSAND POINTS OF BLIGHT...
...TV SHOWS NAMED AFTER ZIP CODES...
...THE ADVENT OF THE TAMPER-PROOF BOTTLE...
...AND-- MOST IMPORTANTLY -- THE RETURN OF RED M&M'S!
AH, WHATEVER HAPPENED TO THE GOOD OLD DAYS...?
LUCKY I REMEMBERED TO BRING MY OLD SET OF KEYS--
ROBERT!

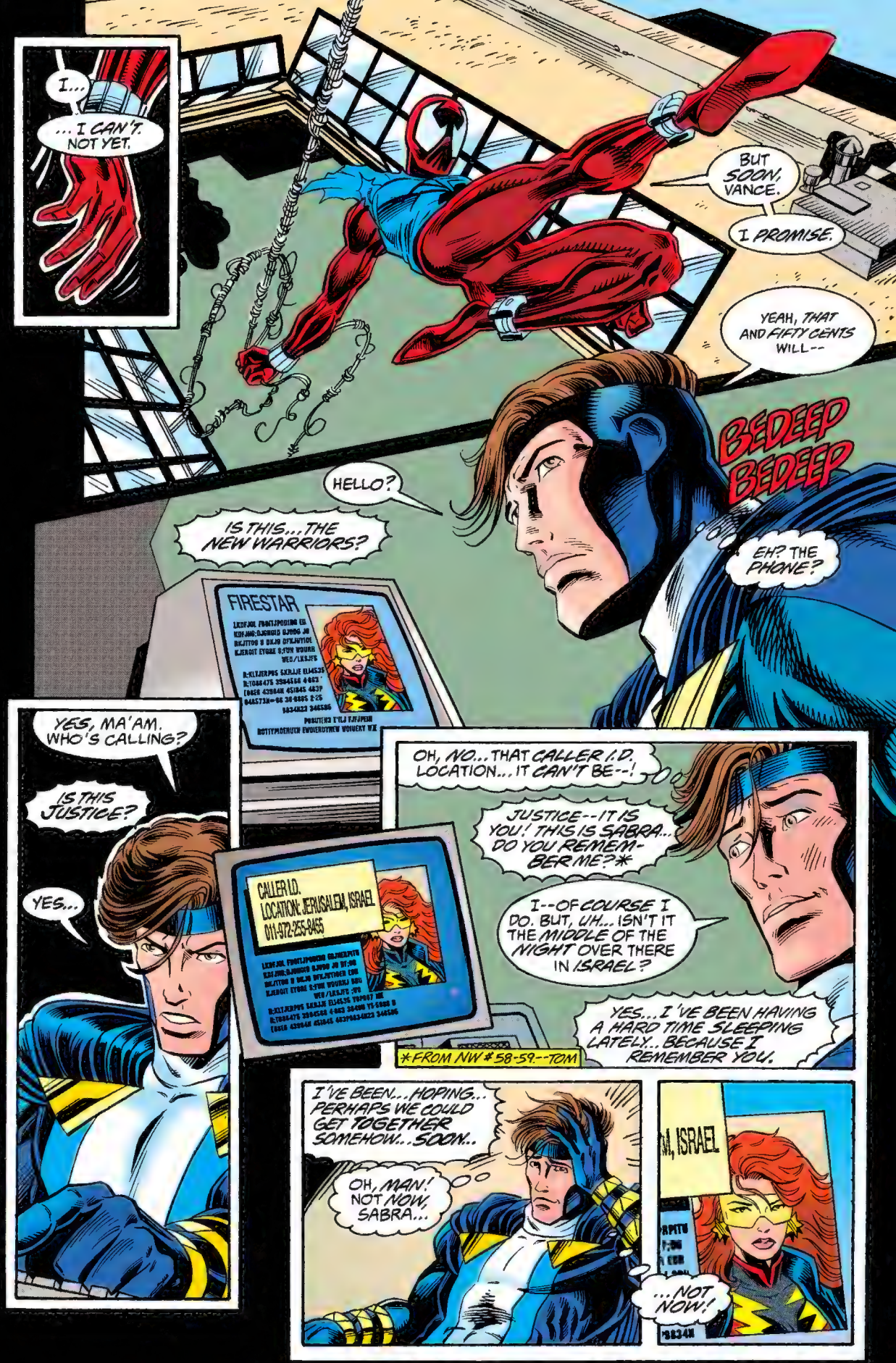
HEY, DAD!
I TRIED TO GET TO THE TRAIN STATION ON TIME, BUT I MUST'VE JUST MISSED YOU.
HOW'D YOU GET BACK HERE SO FAS--WAIT, DON'T TELL ME.
IT'S PROBABLY BETTER THAT I DON'T KNOW, RIGHT?
BINGO.
WELL, TOSS THAT DUFFEL IN THE BACK SEAT AND PREPARE YOURSELF FOR A MAJOR FEAST...
...'CAUSE WE'RE GOING OUT TO EAT!
COOL.
HENH. SPRINGDALE'S CLASSIEST RESTAURANT HAS GOLDEN ARCHES IN FRONT OF IT.
LISTEN TO ME. WHAT A NEW YORK SNOB I'VE BECOME...
...WHEN THE FACT IS, I'VE GOT TO ADMIT...
...IT'S NICE TO BE HOME.
BONG
I'M GONNA KILL THAT CAT--!
DON'T YOU DARE!

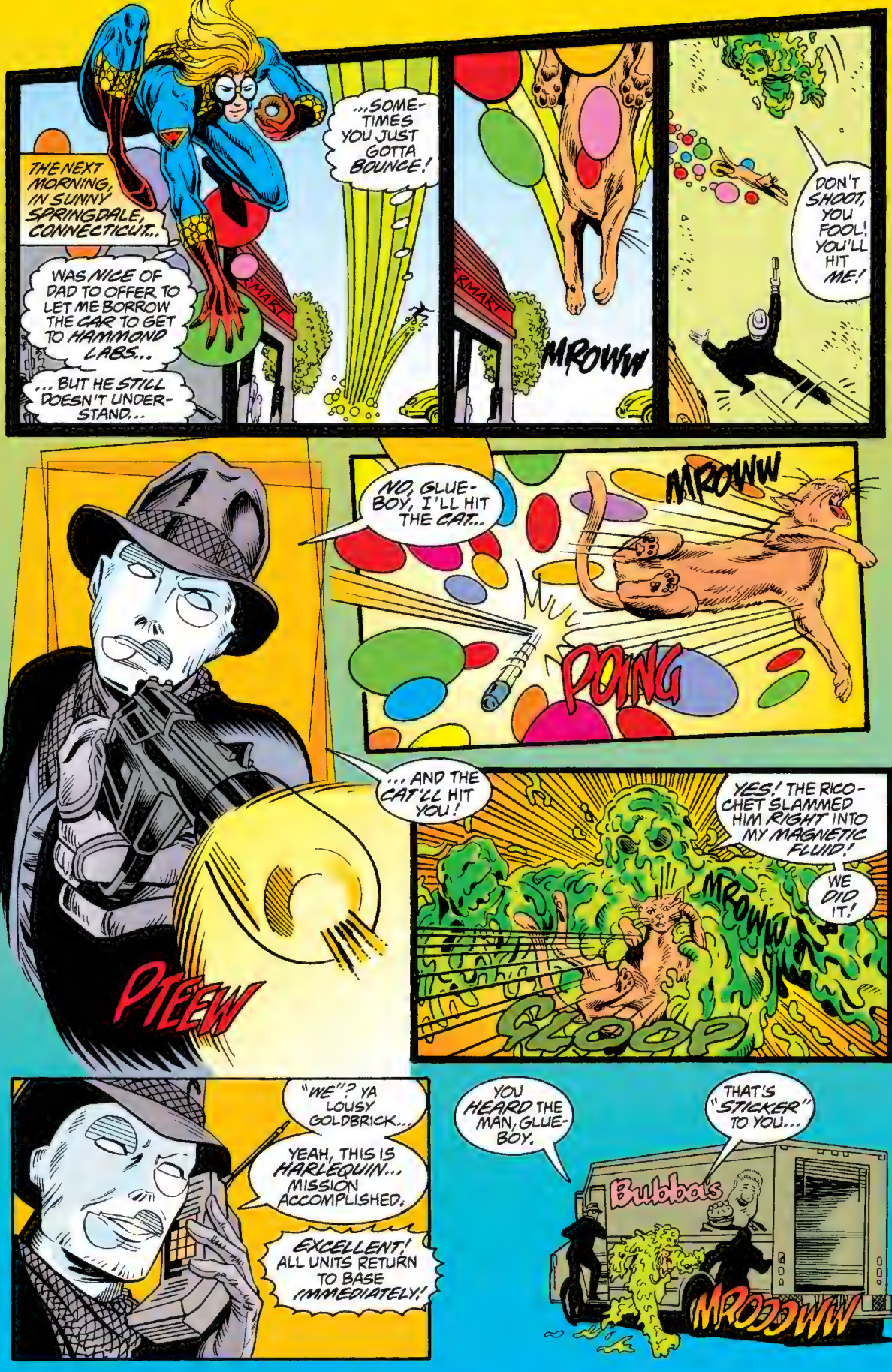

--WAS AN OKAY SUMMER, I GUESS.
CARRY OUT
BEEN KINDA WEIRD AT HOME, AND WITH THE WARRIORS AS WELL--
WHAT'S WRONG AT HOME? IS YOUR MOTHER OKAY?
SORT OF.
I GUESS SHE'S JUST A LITTLE OVER-WORKED LATELY, AND--
SHE STILL ACTING ON THAT SOAP OPERA? SECRET AMBU-LANCE?
SECRET HOSPITAL, YEAH.
SORRY, I WORK DURING THE DAY, SO I CAN'T CATCH IT.
AWW, YEAH, LIKE YOU AREN'T TAPING IT...
HEH HEH HEH... OKAY, MAYBE I'VE TAPED AN EPISODE OR--
TWENTY...
NO, ONLY TWELVE FIT ON A TAPE-- D'OH!
HEY, YOU "D'OH-ED"! BEEN TAPING THE SIMPSONS, TOO, I SEE.
I SHOULD COME OUT HERE MORE OFTEN, DAD. I MISS YOU.
I MISS YOU, TOO, SON.
BOTH OF YOU.


SO WHAT'S HAPPENING WITH YOU AND YOUR VIGILANTE -- I MEAN, SUPER HERO FRIENDS?
EVIL TWINS? CLONES? WHAT?
NAH, JUST A FEW LINE-UP CHANGES,
BUT I HAVE BEEN HAVING THESE WEIRD NIGHTMARES, AND MY POWERS ARE STARTING TO WHACK OUT...
...SO I THOUGHT TOMORROW I MIGHT STOP BY HAMMOND LABS AND HAVE A LITTLE TALK WITH DR. BENSON, IF HE'S THERE.
'COURSE, THAT MIGHT INVOLVE TELLING HIM WHO I REALLY AM, AND I'M NOT SURE I CAN TRUST HIM WITH THAT KIND OF INFO--
ROB, I'M THE D.A. IN THE ONLY TOWN IN AMERICA WITH AN ORDINANCE AGAINST COSTUMED VIGILANTES, AND I KNOW WHO YOU REALLY ARE.
IF YOU CAN TRUST ME--
YEAH, BUT YOU'RE MY DAD.
SPEAKING OF COSTUMES, WHAT'S GOING ON WITH ALL THOSE LOCAL SUPER-VILLAINS BUSTING OUT OF JAIL?
I DON'T KNOW. BUT WE'RE HAVING A HECK OF A TIME ROUNDING THEM BACK UP.
IS THAT SO...
STOP RIGHT THERE, ROBERT. DON'T EVEN THINK ABOUT IT.
BOUNCING HOME FROM THE TRAIN STATION IS ONE THING, BUT I DON'T NEED YOU GETTING INVOLVED IN--
AW, COME ON, DAD, YOU REALLY THINK I'D DO THAT?
I'M ON VACATION...
PIAPE

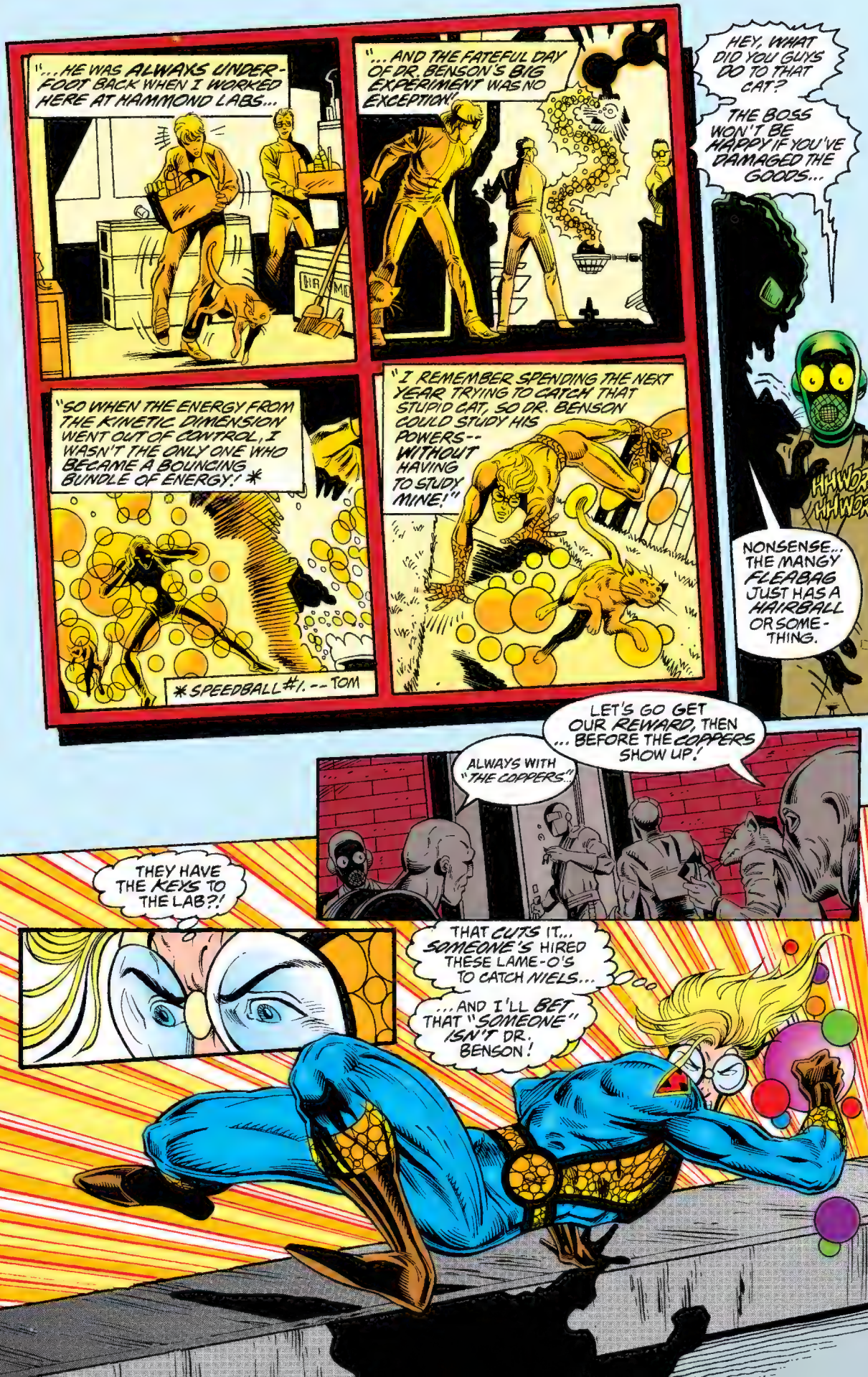
MEANWHILE, IN THE NEW WARRIORS' MANHATTAN CRASH-PAD/HEADQUARTERS...
I KNOW I SHOULD BE WORRYING ABOUT WARRIORS STUFF RIGHT NOW...
*SEE LAST ISSUE!
...LIKE WHAT WE SHOULD DO WITH THE PRISONERS WE'RE HOLDING IN OUR BASEMENT... FIRST HELIX, AND NOW THE SOLDIER OF MISFORTUNE CALLED CUT.*
...OR LIKE RINA'S TROUBLING FUTURE-VISIONS REGARDING SPEEDBALL...
...BUT ALL I CAN THINK ABOUT IS YOU, ANGEL.
**see NW#63-#65 for details.
WHAT ARE WE GOING TO DO?
YOU KNOW I WAS GOING TO PROPOSE TO YOU SOMEDAY... WHEN WE WERE READY.
BUT NOT NOW! WE'RE TOO YOUNG--YOU'RE NOT EVEN OUT OF HIGH SCHOOL YET!
HOW CAN YOU POSSIBLY THINK WE'RE IN ANY POSITION TO START PLANNING A FAMILY?**
HEY YOU'RE HERE! GOOD, I THOUGHT WE MIGHT--
WHOOA!
SORRY, DIDN'T MEAN TO STARTLE YOU, JUSTICE! I JUST TEND TO MOVE QUIETLY...
DON'T
DO
THAT.

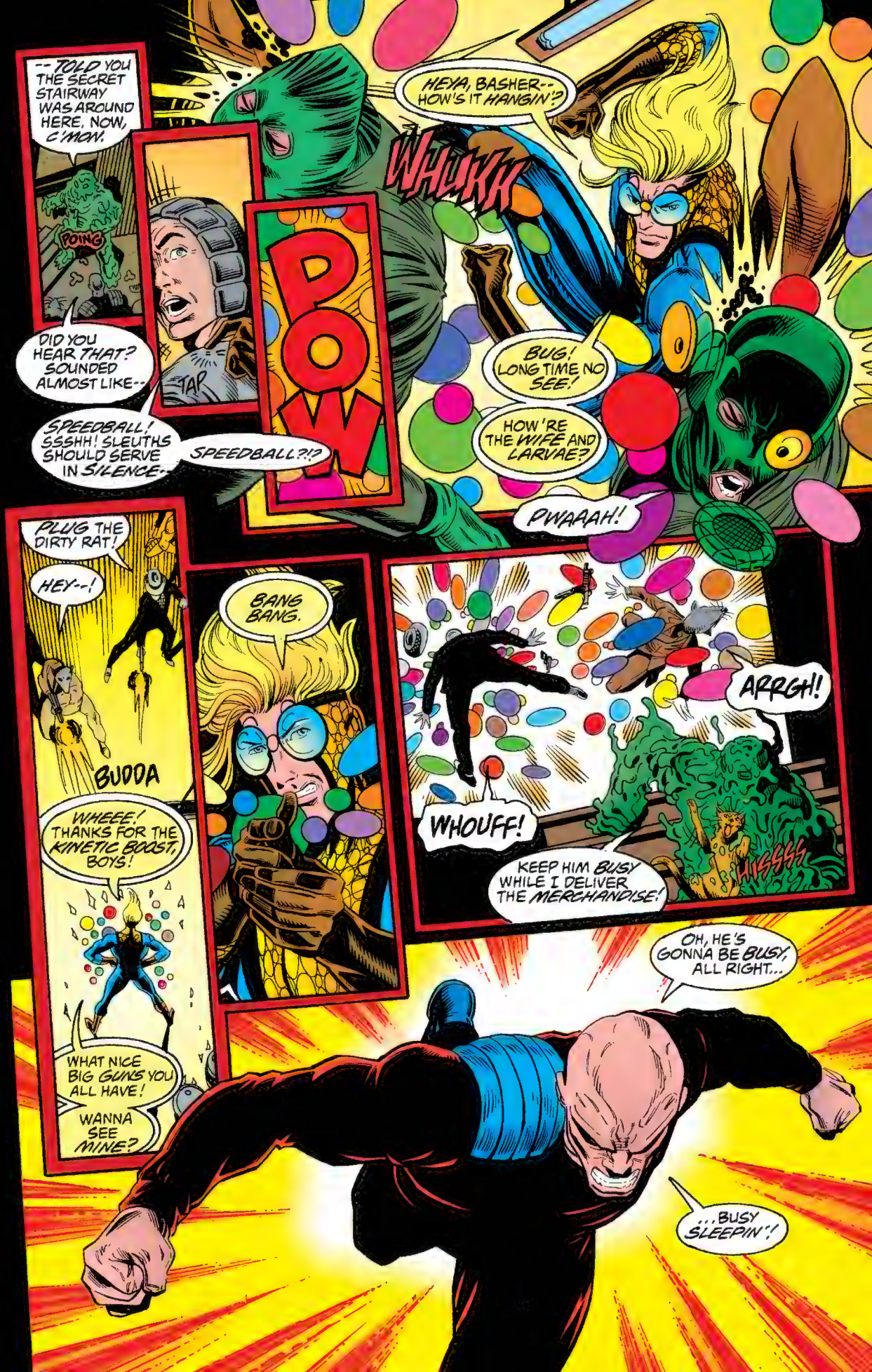
YEESH-- WOTTA GROUCH.
LOOK, I JUST WANTED TO TALK WITH YOU ALONE FOR A MINUTE.
I KNOW YOU AND I DIDN'T EXACTLY START OFF ON THE RIGHT FOOT...
... AND I KNOW YOU THINK I'M NOT REALLY FITTING IN AROUND HERE.
BATTING A THOUSAND SO FAR.
KEEP GOING...
WELL... YOU'VE GOT TO UNDERSTAND, I'VE BEEN THROUGH A LOT IN THE PAST FEW YEARS, VANCE.
I'VE GIVEN UP EVERYTHING I HAD, EVERYONE I LOVED... EVERY PLACE I BELONGED.
NOW THINGS HAVE CHANGED AGAIN, AND I'M TRYING REAL HARD TO FIND A WAY TO FIT INTO LIFE.
BECOMING A WARRIOR WAS A BIG PART OF THAT. I KNOW I JOKE AROUND A LOT AND LAUGH STUFF OFF, BUT THAT'S JUST HOW I DEAL WITH PRESSURE.
IT DOESN'T MEAN THAT BEING ON THIS TEAM ISN'T IMPORTANT TO ME... BECAUSE IT IS.
OKAY, SCARLET...
... AND FOR MY PART, I GUESS I'M STILL A LITTLE NERVOUS ABOUT BEING THE WARRIORS' NEW LEADER.
I'VE PROBABLY BEEN HARSHER ON YOUR ATTITUDE THAN I NEEDED TO BE.
MAYBE. BUT I'VE GOT TO KEEP IN MIND THAT WHILE I MAY BE A LITTLE OLDER AND MORE EXPERIENCED THAN THE REST OF YOU...
...THIS ISN'T "SCARLET SPIDER AND HIS AMAZING FRIENDS".
TRUE.
AND I BET WE'D ALL FEEL A LITTLE MORE COMFORTABLE WITH YOU IF YOU SHOWED HOW COMFORTABLE YOU FEEL WITH US...
... BY TELLING US WHO YOU REALLY ARE.


I...
...I CAN'T. NOT YET.
BUT SOON, VANCE.
I PROMISE.
YEAH, THAT AND FIFTY CENTS WILL--
BEDEEP BEDEEP
EH? THE PHONE?
HELLO?
IS THIS...THE NEW WARRIORS?
FIRESTAR
YES, MA'AM. WHO'S CALLING?
IS THIS JUSTICE?
YES...
OH, NO...THAT CALLER I.D. LOCATION...IT CAN'T BE--!
JUSTICE--IT IS YOU! THIS IS SABRA... DO YOU REMEMBER ME?*
I--OF COURSE I DO. BUT, UH... ISN'T IT THE MIDDLE OF THE NIGHT OVER THERE IN ISRAEL?
CALLER I.D. LOCATION: JERUSALEM, ISRAEL 011-972-255-8455
YES...I'VE BEEN HAVING A HARD TIME SLEEPING LATELY...BECAUSE I REMEMBER YOU.
*FROM NW #58-59--TOM
I'VE BEEN...HOPING... PERHAPS WE COULD GET TOGETHER SOMEHOW...SOON...
OH, MAN! NOT NOW, SABRA...
...NOT NOW!

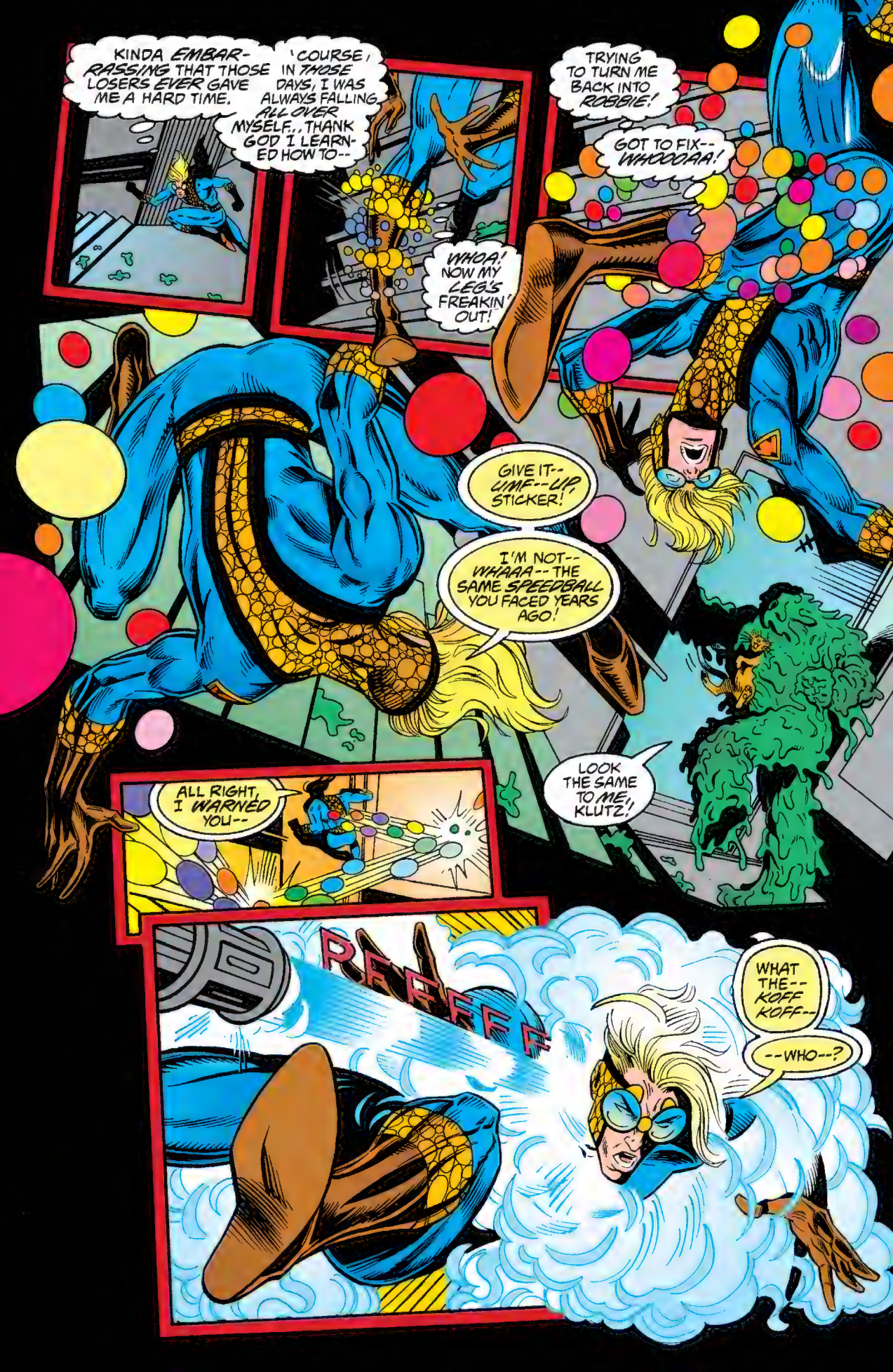

THE NEXT MORNING, IN SUNNY SPRINGDALE, CONNECTICUT...
WAS NICE OF DAD TO OFFER TO LET ME BORROW THE CAR TO GET TO HAMMOND LABS...
... BUT HE STILL DOESN'T UNDERSTAND...
...SOMETIMES YOU JUST GOTTA BOUNCE!
RMART
MROWW
DON'T SHOOT, YOU FOOL! YOU'LL HIT ME!
NO, GLUE-BOY, I'LL HIT THE CAT...
MROWW
POING
... AND THE CAT'LL HIT YOU!
PTEEW
YES! THE RICOCHET SLAMMED HIM RIGHT INTO MY MAGNETIC FLUID!
WE DID IT!
MROWW
GLOOP
"WE"? YA LOUSY GOLDBRICK...
YEAH, THIS IS HARLEQUIN... MISSION ACCOMPLISHED.
EXCELLENT! ALL UNITS RETURN TO BASE IMMEDIATELY!
YOU HEARD THE MAN, GLUE-BOY.
THAT'S "STICKER" TO YOU...
Bubbas
MROOOWW

AW, RATS!
CLOSED. GUESS I SHOULD'VE KNOWN, IT BEING SATURDAY AND ALL.
BUT DR. BENSON USED TO WORK RIGHT THROUGH THE WEEKEND!
AH, I SUPPOSE HE'S NOT AS YOUNG AS HE USED TO BE...
HAMMOND RESEARCH CENTER
YUP, DEFINITELY NO ONE HOME.
I'LL JUST CHECK THE REAR ENTRANCE...
WHOA! WHO'S TEARING INTO THE BACK PARKING LOT LIKE THAT?
HOLY-- DID I SAY, "RATS"?!
FELICITATIONS, FELLOW FELON! FINALLY FETCHED THE FICKLE FELINE?
YEAH, IT WAS NO' PROB--HEY, WHAT'D YOU CALL ME?
I DON'T BELIEVE IT! IT'S ...IT'S LIKE A MEETING OF EVERY TWO-BIT VILLAIN I EVER FOUGHT HERE IN SPRINGDALE...
"...THERE'S THE BUG-EYED VOICE!
"THE GHOST OF SPRINGDALE HIGH!
"BONEHEAD!
"LEAPER LOGAN!
"THE HARLEQUIN HIT MAN!
"THE BASHER!
"THE TWO-LEGGED RAT!
"THE STICKER!"
AND... STUCK TO THE STICKER... THAT LOOKS LIKE NIELS!
I ALWAYS WONDERED WHATEVER HAPPENED TO DR. BENSON'S CAT...


"...HE WAS ALWAYS UNDER-FOOT BACK WHEN I WORKED HERE AT HAMMOND LABS...
"...AND THE FATEFUL DAY OF DR. BENSON'S BIG EXPERIMENT WAS NO EXCEPTION!"
"SO WHEN THE ENERGY FROM THE KINETIC DIMENSION WENT OUT OF CONTROL, I WASN'T THE ONLY ONE WHO BECAME A BOUNCING BUNDLE OF ENERGY! *
* SPEEDBALL #1. -- TOM
"I REMEMBER SPENDING THE NEXT YEAR TRYING TO CATCH THAT STUPID CAT, SO DR. BENSON COULD STUDY HIS POWERS-- WITHOUT HAVING TO STUDY MINE!"
HEY, WHAT DID YOU GUYS DO TO THAT CAT?
THE BOSS WON'T BE HAPPY IF YOU'VE DAMAGED THE GOODS...
HHWORP HHWORP
NONSENSE... THE MANGY FLEABAG JUST HAS A HAIRBALL OR SOME-THING.
LET'S GO GET OUR REWARD, THEN ... BEFORE THE COPPERS SHOW UP!
ALWAYS WITH "THE COPPERS"...
THEY HAVE THE KEYS TO THE LAB?!
THAT CUTS IT... SOMEONE'S HIRED THESE LAME-O'S TO CATCH NIELS...
...AND I'LL BET THAT "SOMEONE" ISN'T DR. BENSON!


-- TOLD YOU THE SECRET STAIRWAY WAS AROUND HERE, NOW, C'MON.
POING
DID YOU HEAR THAT? SOUNDED ALMOST LIKE--
TAP
SPEEDBALL! SSSHH! SLEUTHS SHOULD SERVE IN SILENCE--
SPEEDBALL?!?
POW
HEYA, BASHER-- HOW'S IT HANGIN'?
WHUKK
BUG! LONG TIME NO SEE!
HOW'RE THE WIFE AND LARVAE?
PWAAAH!
PLUG THE DIRTY RAT!
HEY--!
BUDDA
BANG BANG.
WHEEE! THANKS FOR THE KINETIC BOOST, BOYS!
WHAT NICE BIG GUNS YOU ALL HAVE!
WANNA SEE MINE?
ARRGH!
WHOUFF!
HISSSS
KEEP HIM BUSY WHILE I DELIVER THE MERCHANDISE!
OH, HE'S GONNA BE BUSY, ALL RIGHT...
...BUSY SLEEPIN'!

"GEE, BULLETS DON'T STOP HIM, BUT MAYBE A HEAD-BUTT WILL!"
POING
AH, LOOK WHO I'M ASKING...
...GUYS WITH RUBBER RAT MASKS ON THEIR HEADS.
POING
HEL-LOOOO?
DOES ANYONE ELSE HERE SEE THE FLAW IN THIS LOGIC?
POING
:sigh:
THEY JUST DON'T MAKE SUPER-VILLAINS LIKE THEY USED TO.


KINDA EMBARRASSING THAT THOSE LOSERS EVER GAVE ME A HARD TIME.
'COURSE, IN THOSE DAYS, I WAS ALWAYS FALLING ALL OVER MYSELF.. THANK GOD I LEARNED HOW TO--
WHOA! NOW MY LEG'S FREAKIN' OUT!
TRYING TO TURN ME BACK INTO ROBBIE!
GOT TO FIX-- WHOOOAA!
GIVE IT-- UMF--UP, STICKER!
I'M NOT-- WHAAA-- THE SAME SPEEDBALL YOU FACED YEARS AGO!
LOOK THE SAME TO ME, KLUTZ!
ALL RIGHT, I WARNED YOU--
RRRRR
WHAT THE-- KOFF KOFF--
--WHO--?

I HAD HOPED THAT BREAKING ALL YOUR FORMER FOES OUT OF JAIL MIGHT PROMPT A REAPPEARANCE OF SPRINGDALE'S "MASKED MARVEL"...
...BUT I NEVER DARED PRAY HE'D SHOW UP ON MY FRONT DOOR-STEP JUST IN TIME FOR MY GREATEST EXPERIMENT!
WELL, WELL... WHAT A NICE SURPRISE, EH?
C-CLYDE...? =, KOFF =
THAT'S REBOUND TO YOU!
OR IT WILL BE, BY THE TIME YOU WAKE UP.
BRING THE GEEK AND THE CAT. IT'S TIME OUR BOUNCING FRIENDS SHARED THEIR SECRETS WITH SPRINGDALE'S GREATEST MASTERMIND.
HRWORP!
AND SHUT THAT CAT UP!
UH... HOW?
LATER..
...THOUGH HOW MUCH LATER IS SOMETHING SPEEDBALL DOESN'T KNOW...
UNHH
...THAT WAS THE STUPIDEST DREAM YET...
UH OH.
MROW?
GUESS THE DREAM AIN'T QUITE OVER...

THIS IS NOT ABOUT *YOUR* DREAMS, IDIOT--IT'S ABOUT *MINE!*

THE DREAM I'VE HAD FOR *YEARS*... TO BECOME THE *ULTIMATE SUPER-VILLAIN!*

WHAAAT?! YOU'RE LUCKY TO BE *ALIVE* AFTER WHAT HAPPENED TO YOU, CLYDE!*

HOW DID YOU MANAGE TO SET ALL THIS *UP* IN DOC BENSON'S *BASEMENT?*

GOD, ARE YOU THICK... I CAN'T *BELIEVE* YOU STILL DON'T GET IT! I'M A *CRIMINAL GENIUS* OF THE *HIGHEST ORDER,* YOU MORON!

DIDN'T YOU EVER *WONDER* WHY SPRINGDALE WAS ALWAYS *CRAWLING* WITH THESE LAME, HALF-BAKED *STUPID-VILLAINS?*

Your Eventual Role Doom

HEY--!

WELL, NOW THAT YOU *MENTION* IT...

I'VE BEEN WORKING ON THIS DREAM FOR *YEARS,* "*SPEEDBALL*"... AND YOU'VE BEEN FIGHTING WITH ALL MY *FAILED EXPERIMENTS!*

*CLYDE'S EXPERIMENTS INTO ACCELERATED GROWTH ALMOST GOT HIM KILLED BY A GIANT RAT IN THE BARELY CLASSIC *SPEEDBALL* #10.--TOM

GROWTH FORMULAE, *GLUE* FORMULAE, *SUPER-HARD-SKULL* FORMULAE... WAKE UP, BOY! *I'M* THE GREATEST *ENEMY* YOU NEVER *KNEW* YOU *HAD!*

I SHOULD'VE LET THE *GIANT RAT* EAT YOU.

YES, YOU *SHOULD* HAVE.

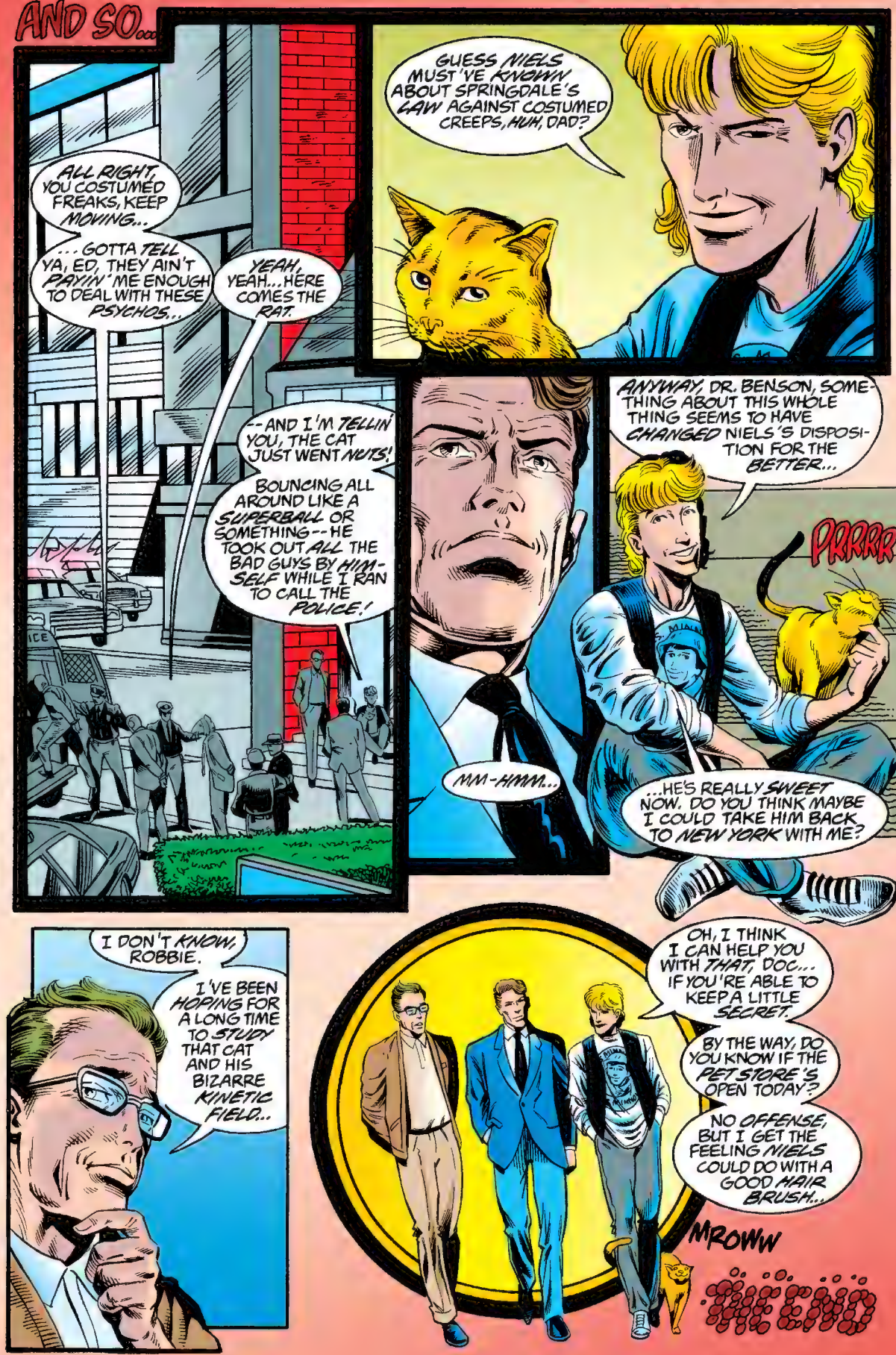
BECAUSE *NOW* YOU AND THAT *MANGY* CAT ARE ABOUT TO BE *DRAINED* OF EVERY-THING THAT MAKES YOU *SPECIAL...*

...AND *I'M* ABOUT TO BECOME A BOUNCING, UNSTOPPABLE *JUGGERNAUT* OF *DESTRUCTION!*

WAUMMMM

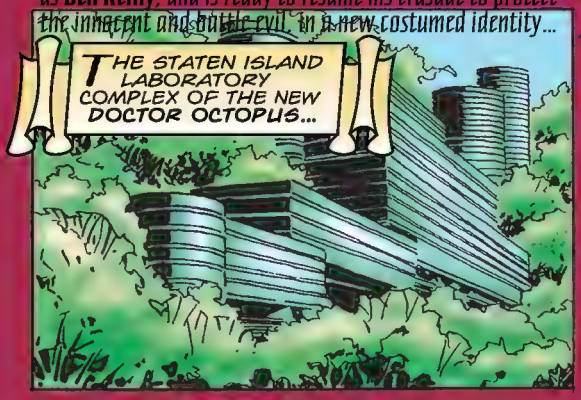
UNNH! THIS SITUATION IS RAPIDLY LOSING ITS HUMOR...
CAN'T BUDGE TO CREATE A KINETIC EFFECT... AND I CAN FEEL MY POWERS SLIPPING AWAY...
HGGLP
HGAKK
HEY, CUT IT OUT, CLYDE!
YOU'RE HURTING THE POOR CAT!
YOU ACTUALLY THINK I'LL FALL FOR THAT?!
THE FLEA-BITTEN DIRTBAG JUST HAS A HAIRB--
HHWHHORRP
INCOMING--!
ZRAAKOOM
YES!
NO NO NO NO PUSH THE BUTTON FRANK
MROW!
I'LL...GET IT... KNEW I SHOULDA KILLED...THAT...
HITTH
...CAAAAT!

PUSH THE BUTTON FRANK
PUSH THE BUTTON
OH GEEZ OH GEEZ!
GADGET'S OUT OF CONTROL-- HOW DO I SHUT IT DOWN?
IT'S TEARING OPEN SOME KIND OF GATEWAY...
...TO THE KINETIC DIMENSION ITSELF!
WHAT THE--THAT... THAT LOOKS LIKE...ME!
GAAAH
PULL THE HAGK PLUG
THUDD
"GOOD CALL, CLYDE...
"WHEW.
"THANKS FOR THE ASSIST, NIELS. I CAN TELL YOU IN ALL HONESTY...
"...I'VE NEVER BEEN HAPPIER TO SEE A CAT PUKE."


AND SO...
ALL RIGHT, YOU COSTUMED FREAKS, KEEP MOVING...
...GOTTA TELL YA, ED, THEY AIN'T PAYIN' ME ENOUGH TO DEAL WITH THESE PSYCHOS...
YEAH, YEAH... HERE COMES THE RAT.
--AND I'M TELLIN' YOU, THE CAT JUST WENT NUTS!
BOUNCING ALL AROUND LIKE A SUPERBALL OR SOMETHING--HE TOOK OUT ALL THE BAD GUYS BY HIMSELF WHILE I RAN TO CALL THE POLICE!
GUESS NIELS MUST'VE KNOWN ABOUT SPRINGDALE'S LAW AGAINST COSTUMED CREEPS, HUH, DAD?
MM-HMM...
ANYWAY, DR. BENSON, SOMETHING ABOUT THIS WHOLE THING SEEMS TO HAVE CHANGED NIELS'S DISPOSITION FOR THE BETTER...
PRRRR
..HE'S REALLY SWEET NOW. DO YOU THINK MAYBE I COULD TAKE HIM BACK TO NEW YORK WITH ME?
I DON'T KNOW, ROBBIE.
I'VE BEEN HOPING FOR A LONG TIME TO STUDY THAT CAT AND HIS BIZARRE KINETIC FIELD...
OH, I THINK I CAN HELP YOU WITH THAT, DOC... IF YOU'RE ABLE TO KEEP A LITTLE SECRET.
BY THE WAY, DO YOU KNOW IF THE PET STORE'S OPEN TODAY?
NO OFFENSE, BUT I GET THE FEELING NIELS COULD DO WITH A GOOD HAIR BRUSH...
MROWW
THE END

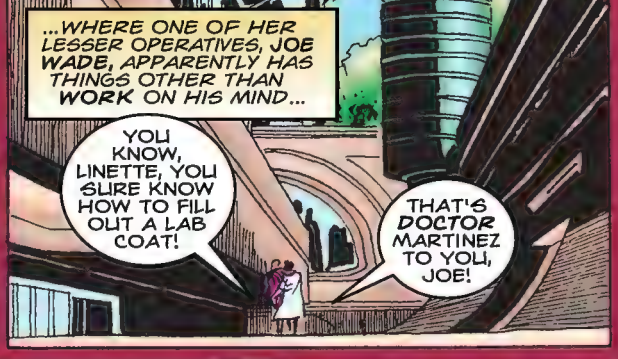
SCARLET SPIDER #2 NEWSTAND-EDITION COVER

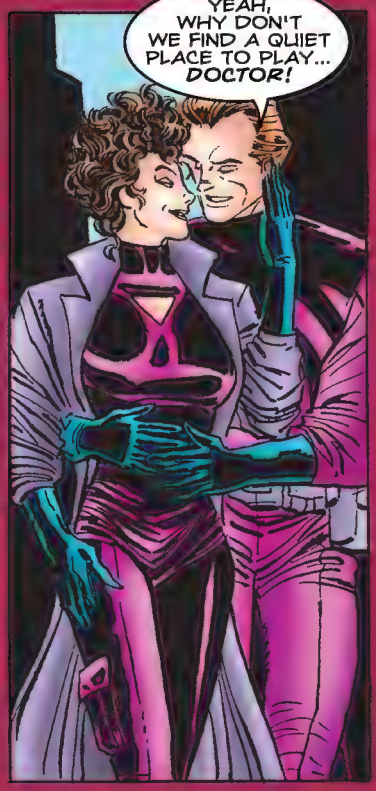
Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the AMAZING SPIDER-MAN! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

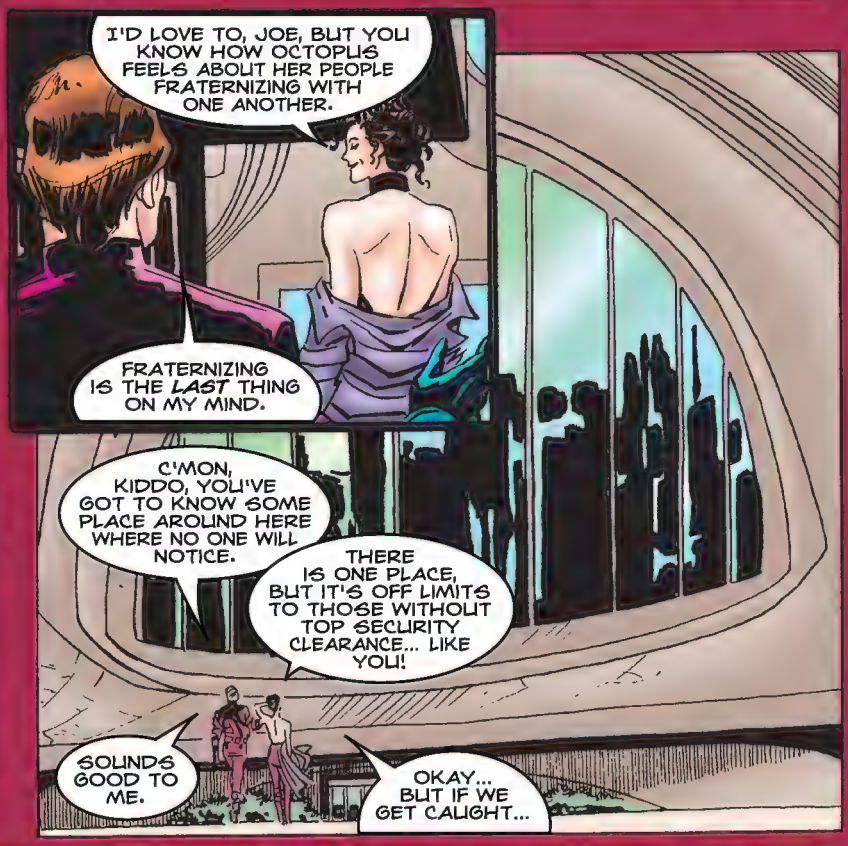


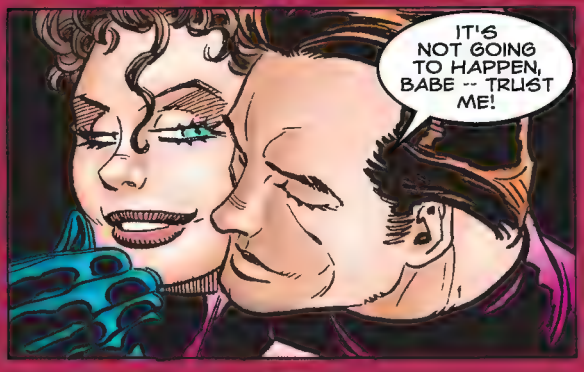
STAN LEE PRESENTS:

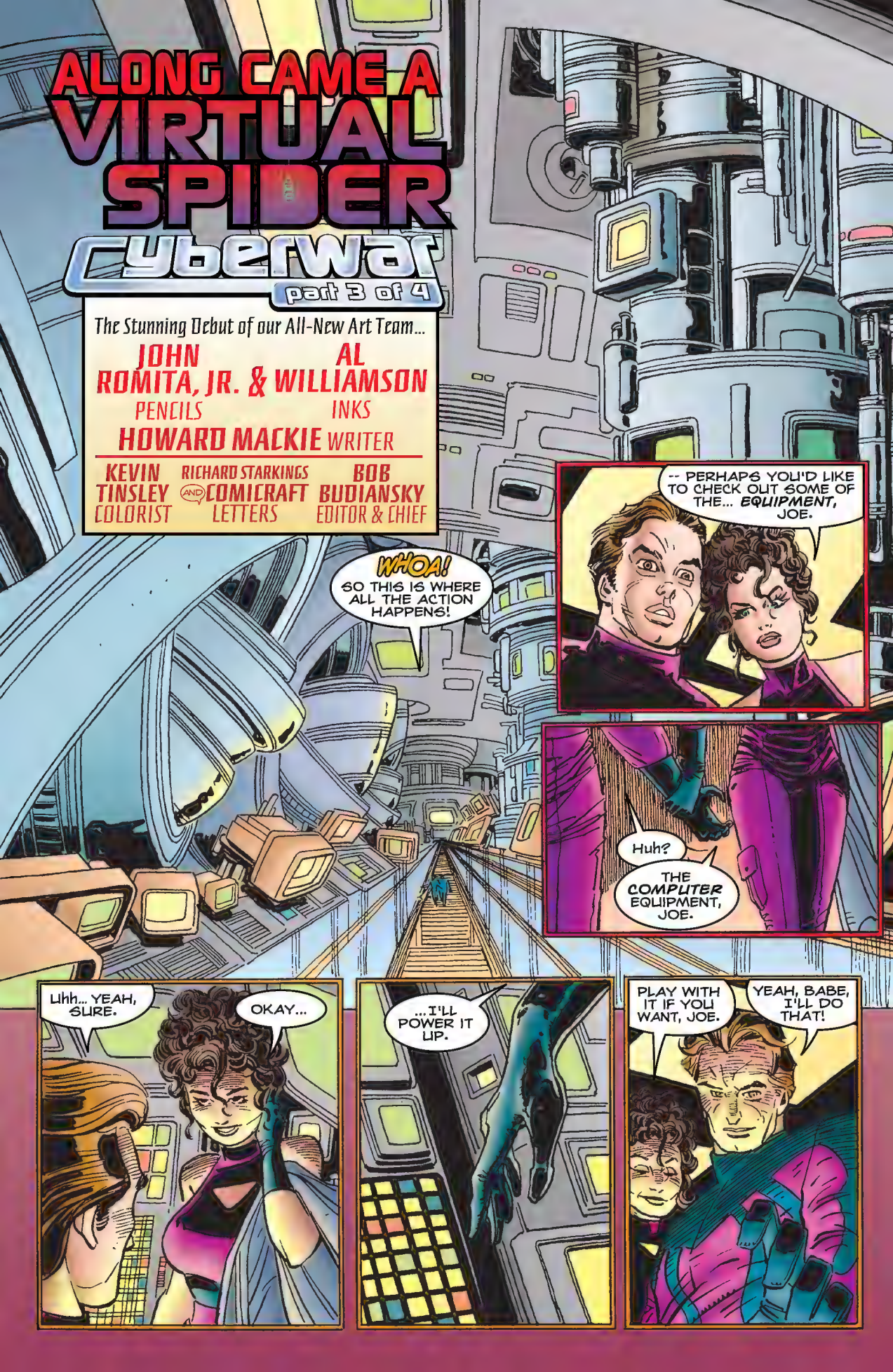
the SCARLET SPIDER


...WHERE ONE OF HER LESSER OPERATIVES, JOE WADE, APPARENTLY HAS THINGS OTHER THAN WORK ON HIS MIND...
YOU KNOW, LINETTE, YOU SURE KNOW HOW TO FILL OUT A LAB COAT!
THAT'S DOCTOR MARTINEZ TO YOU, JOE!

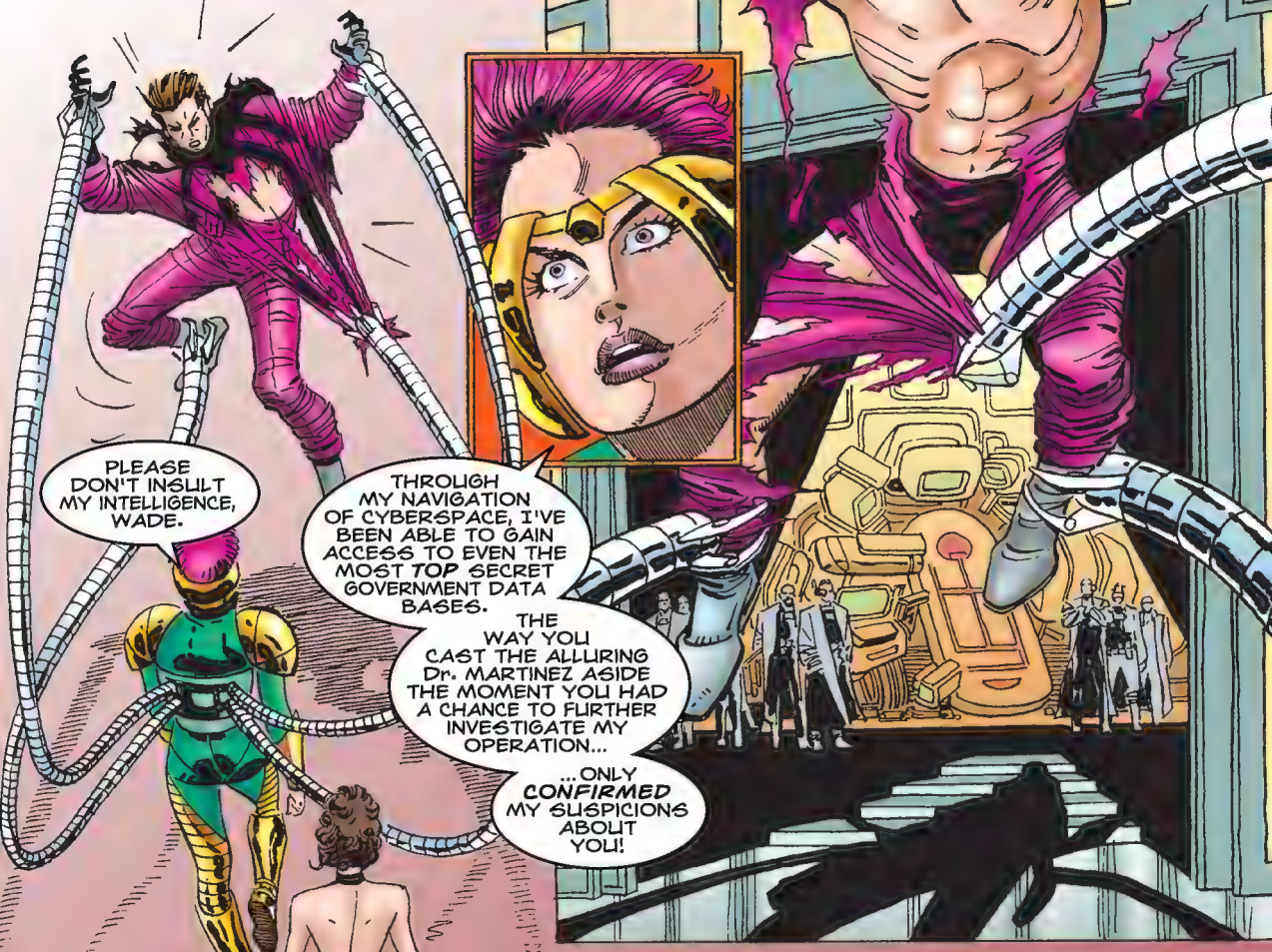


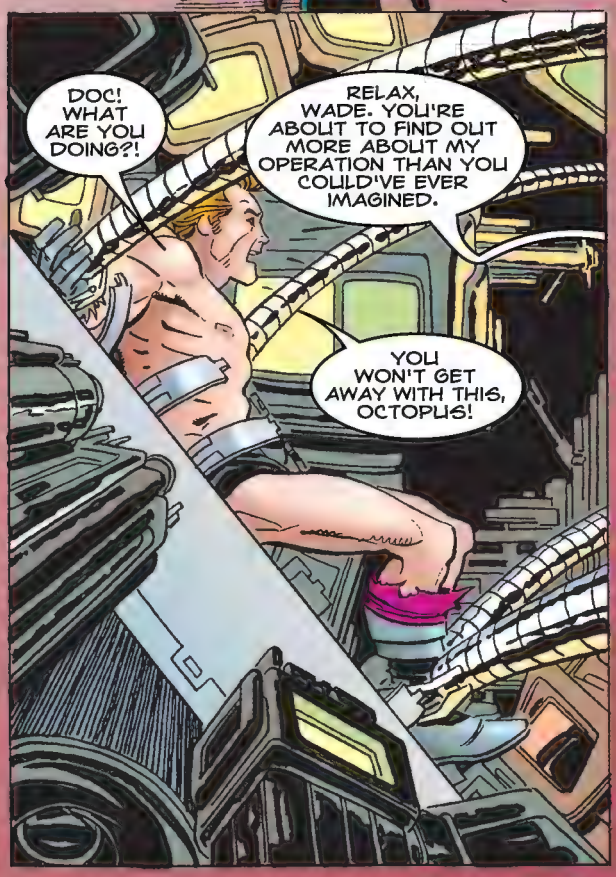

I'D LOVE TO, JOE, BUT YOU KNOW HOW OCTOPUS FEELS ABOUT HER PEOPLE FRATERNIZING WITH ONE ANOTHER.
FRATERNIZING IS THE LAST THING ON MY MIND.
C'MON, KIDDO, YOU'VE GOT TO KNOW SOME PLACE AROUND HERE WHERE NO ONE WILL NOTICE.
THERE IS ONE PLACE, BUT IT'S OFF LIMITS TO THOSE WITHOUT TOP SECURITY CLEARANCE... LIKE YOU!
SOUNDS GOOD TO ME.
OKAY... BUT IF WE GET CAUGHT...

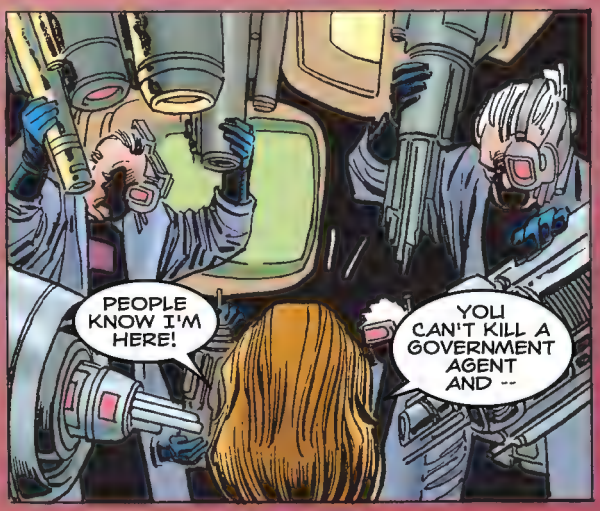


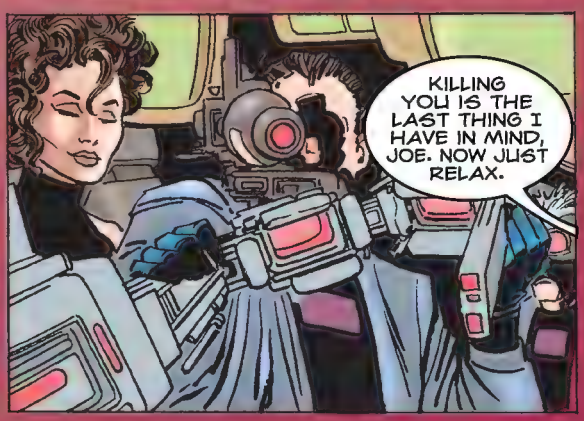

ALONG CAME A VIRTUAL SPIDER
CyberWar
part 3 of 4
The Stunning Debut of our All-New Art Team...
JOHN ROMITA, JR. & AL WILLIAMSON
PENCILS INKS
HOWARD MACKIE WRITER
KEVIN TINSLEY COLORIST
RICHARD STARKINGS AND COMICRAFT LETTERS
BOB BUDIANSKY EDITOR & CHIEF
WHOA! SO THIS IS WHERE ALL THE ACTION HAPPENS!
-- PERHAPS YOU'D LIKE TO CHECK OUT SOME OF THE... EQUIPMENT, JOE.
Huh?
THE COMPUTER EQUIPMENT, JOE.
Uhh... YEAH, SURE.
OKAY...
...I'LL POWER IT UP.
PLAY WITH IT IF YOU WANT, JOE.
YEAH, BABE, I'LL DO THAT!

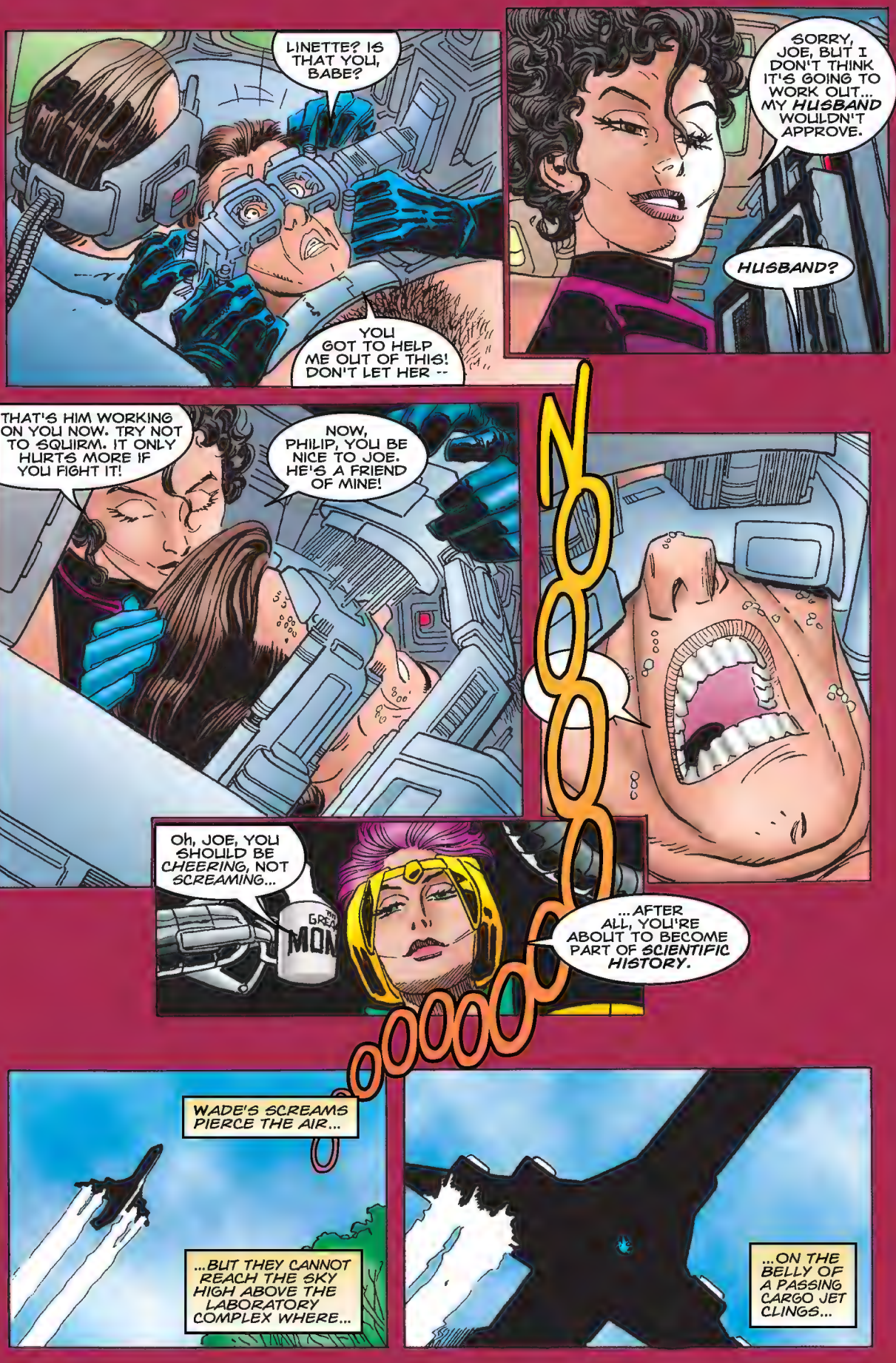
I HAVE TO SAY...
...YOU ARE...
...A CHARMER...
...Mr. WADE!
DOCTOR OCTOPUS!
OR SHOULD I SAY SPECIAL AGENT WADE OF THE F.B.I?
F.B.I.?
COME ON, DOC... I DON'T KNOW WHAT YOU'RE TALKING ABOUT!


PLEASE DON'T INSULT MY INTELLIGENCE, WADE.
THROUGH MY NAVIGATION OF CYBERSPACE, I'VE BEEN ABLE TO GAIN ACCESS TO EVEN THE MOST TOP SECRET GOVERNMENT DATA BASES.
THE WAY YOU CAST THE ALLURING Dr. MARTINEZ ASIDE THE MOMENT YOU HAD A CHANCE TO FURTHER INVESTIGATE MY OPERATION...
...ONLY CONFIRMED MY SUSPICIONS ABOUT YOU!


DOC! WHAT ARE YOU DOING?!
RELAX, WADE. YOU'RE ABOUT TO FIND OUT MORE ABOUT MY OPERATION THAN YOU COULD'VE EVER IMAGINED.
YOU WON'T GET AWAY WITH THIS, OCTOPUS!


PEOPLE KNOW I'M HERE!
YOU CAN'T KILL A GOVERNMENT AGENT AND --

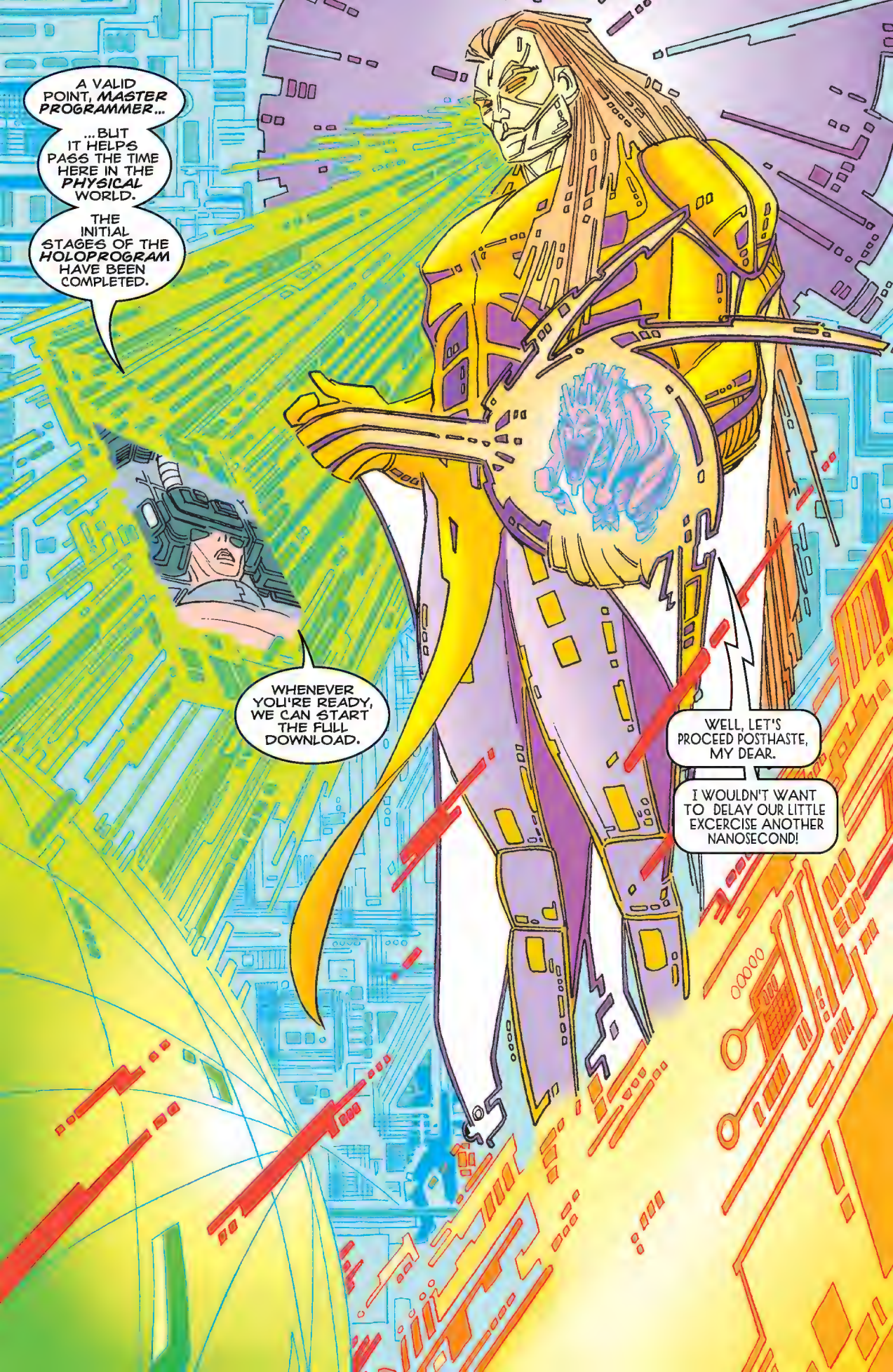

KILLING YOU IS THE LAST THING I HAVE IN MIND, JOE. NOW JUST RELAX.

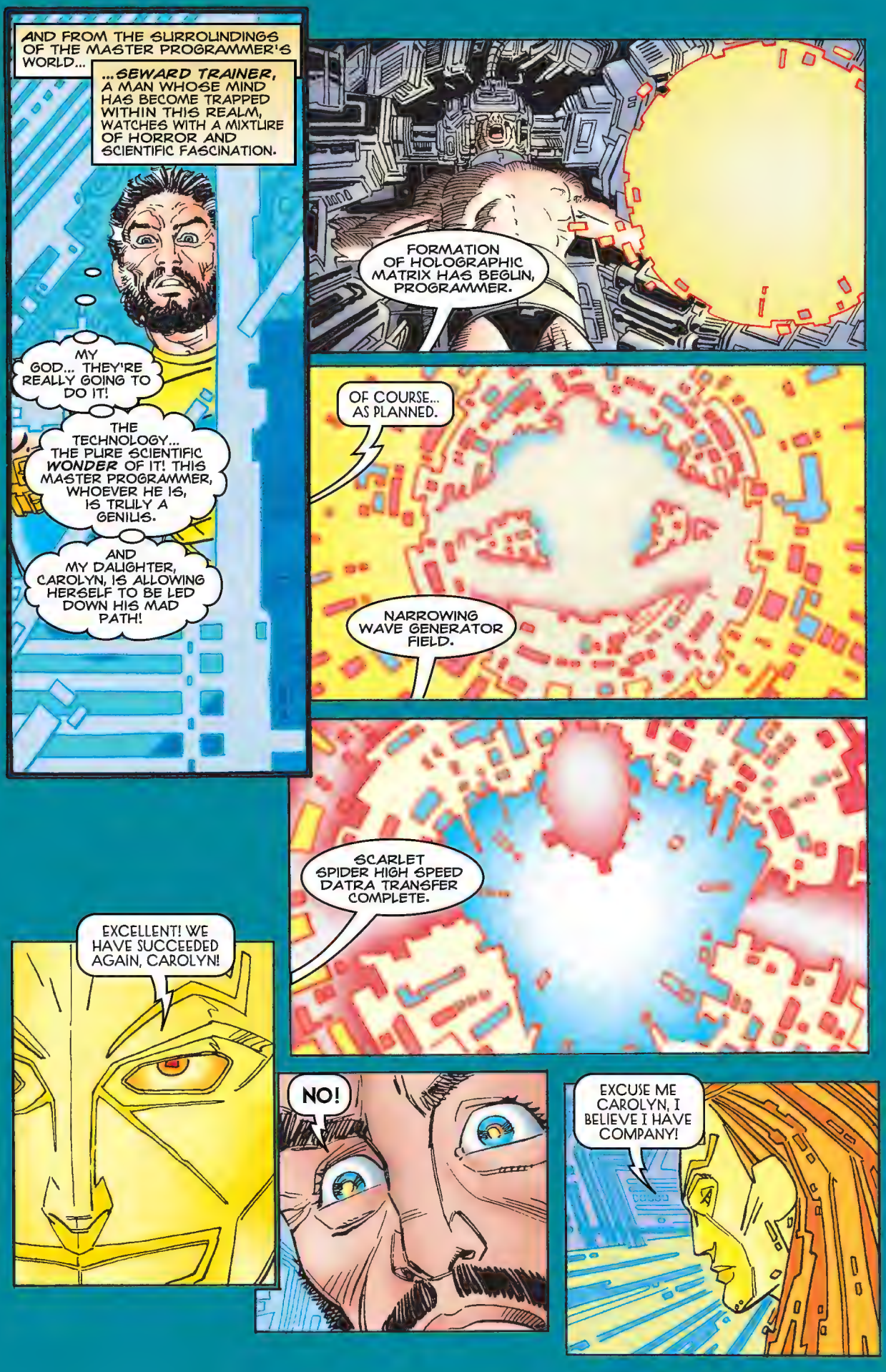

LINETTE? IS THAT YOU, BABE?
YOU GOT TO HELP ME OUT OF THIS! DON'T LET HER --
SORRY, JOE, BUT I DON'T THINK IT'S GOING TO WORK OUT... MY HUSBAND WOULDN'T APPROVE.
HUSBAND?
THAT'S HIM WORKING ON YOU NOW. TRY NOT TO SQUIRM. IT ONLY HURTS MORE IF YOU FIGHT IT!
NOW, PHILIP, YOU BE NICE TO JOE. HE'S A FRIEND OF MINE!
NOOOOO
Oh, JOE, YOU SHOULD BE CHEERING, NOT SCREAMING...
...AFTER ALL, YOU'RE ABOUT TO BECOME PART OF SCIENTIFIC HISTORY.
OOOOOO
WADE'S SCREAMS PIERCE THE AIR...
...BUT THEY CANNOT REACH THE SKY HIGH ABOVE THE LABORATORY COMPLEX WHERE...
...ON THE BELLY OF A PASSING CARGO JET CLINGS...

...THE SCARLET SPIDER.
THIS LOOKS LIKE THE PLACE THAT SEWARD TRAINER TOLD ME ABOUT OVER HIS HOME COMPUTER!
EVEN THOUGH HIS MIND IS TRAPPED IN CYBERSPACE, AT LEAST HE'S USING HIS SITUATION TO OUR ADVANTAGE.
ACCORDING TO WHAT HE'S FOUND OUT...
... DOC OCK IS UP TO SOMETHING DECIDEDLY NASTY IN THAT PLACE!
A LITTLE WEBBING...
... AT EACH ANKLE...
...BRING IT ALL TOGETHER TO FORM A CANOPY OVERHEAD AND...

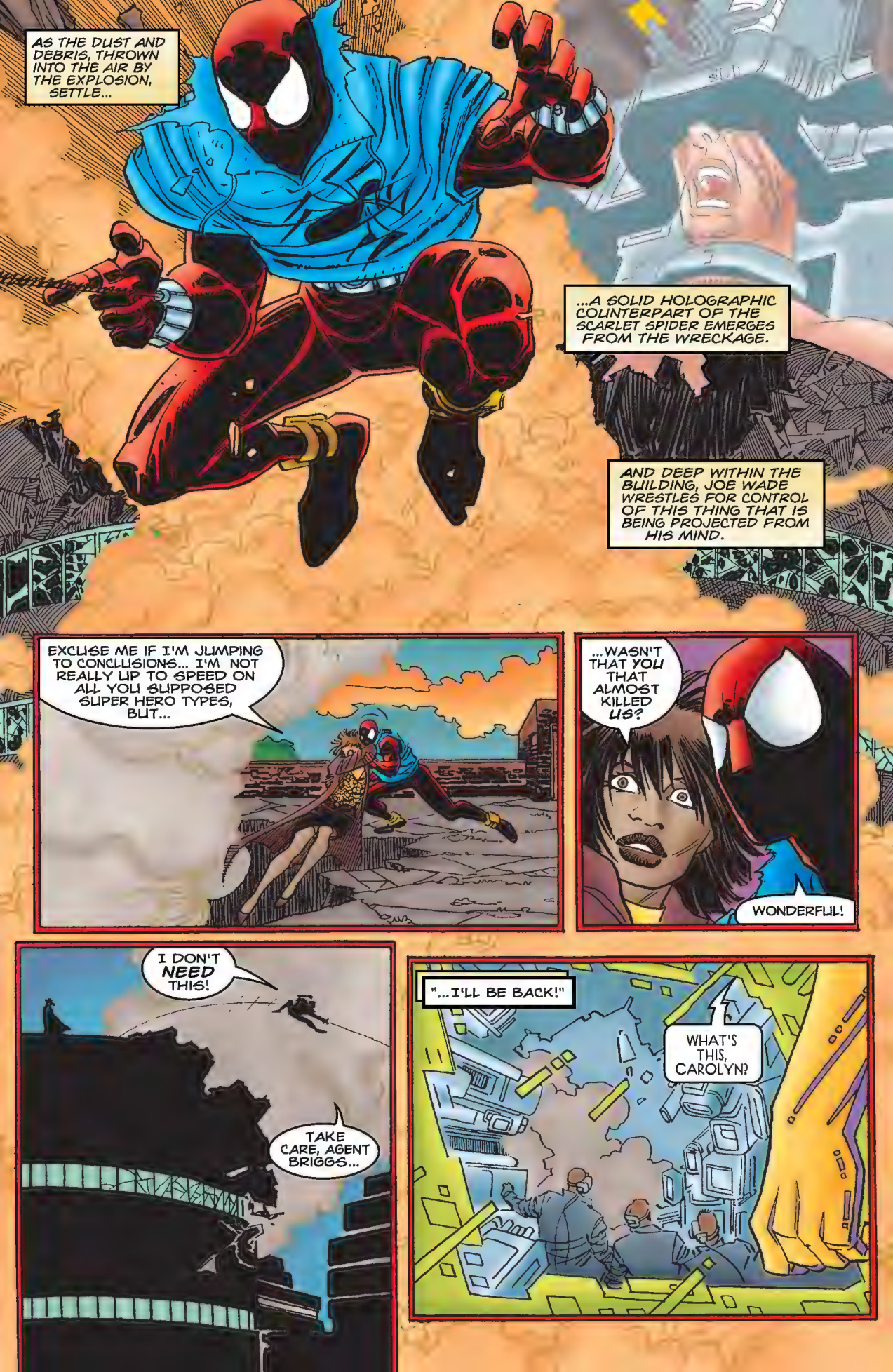
...VOILA! OCK AND HER GOONS WILL NEVER HEAR ME COMING!
WONDER IF I CAN GET ANY FREQUENT FLYER MILES FOR THIS ONE?
GOT TO BE SUBTLE ABOUT THIS.
DON'T WANT TO TIP OFF DOC OCK...
FREEZE!
ME?
DON'T EVEN THINK OF ENTERING THIS FACILITY!
AND YOU ARE...?
SPECIAL AGENT BRIGGS OF THE F.B.I.
SO MUCH FOR SUBTLETY!

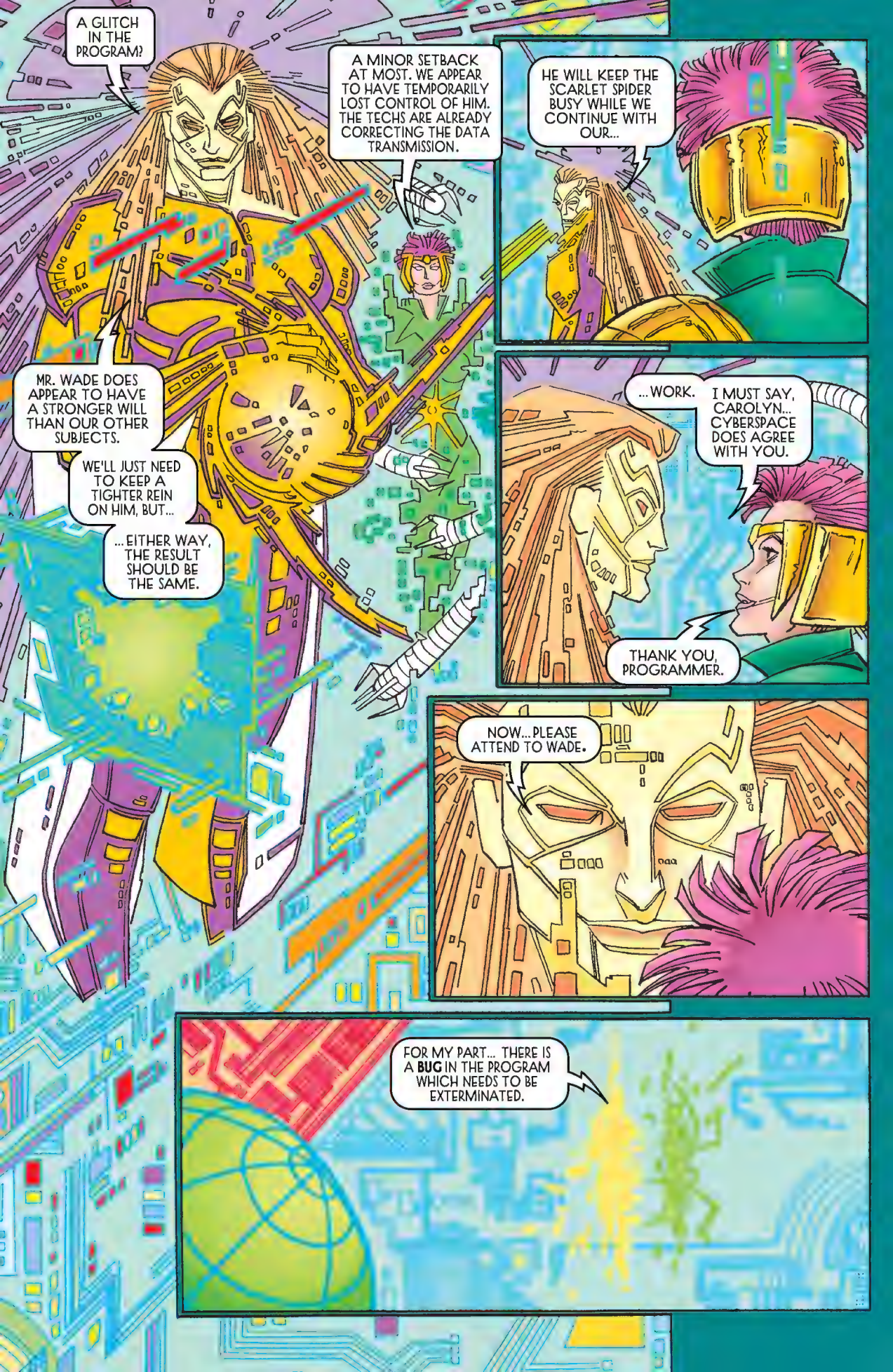
MEANWHILE.
TRY NOT TO MOVE, WADE.
THIS IS WHERE THINGS GET A LITTLE...
...TRICKY!
I'VE JUST GAINED DIRECT ACCESS INTO YOUR CEREBRAL CORTEX...
...THROUGH THE ADMINISTRATION OF ADVANCED CYBER-OPTIC NEURO-TRANSMITTERS...
I'M SORRY, WADE. I'M SURE THE DETAILS ARE BORING YOU TO DEATH.
IN A NUTSHELL...
...I'M SPEED-DOWNLOADING A SERIES OF FILES *DIRECTLY* INTO YOUR BRAIN.
THESE FILES CONTAIN EVERY BIT OF DATA THAT WE HAVE BEEN ABLE TO GATHER ABOUT THE SCARLET SPIDER--
-- AN INDIVIDUAL WHO INCREASINGLY HAS BECOME A ***THORN*** IN MY SIDE.
AND ***YOU***, SPECIAL AGENT WADE, ARE GOING TO HELP FURTHER THE CAUSE OF SCIENCE WHILE PROCEEDING TO RUIN THE REPUTATION OF THE SCARLET SPIDER... SHOULD BE FUN, Huh?
WHY DO YOU SPEAK TO HIM, CAROLYN...?
...YOU KNOW HE CANNOT HEAR YOU ABOVE THE HUM OF THE DATA INFLUX!

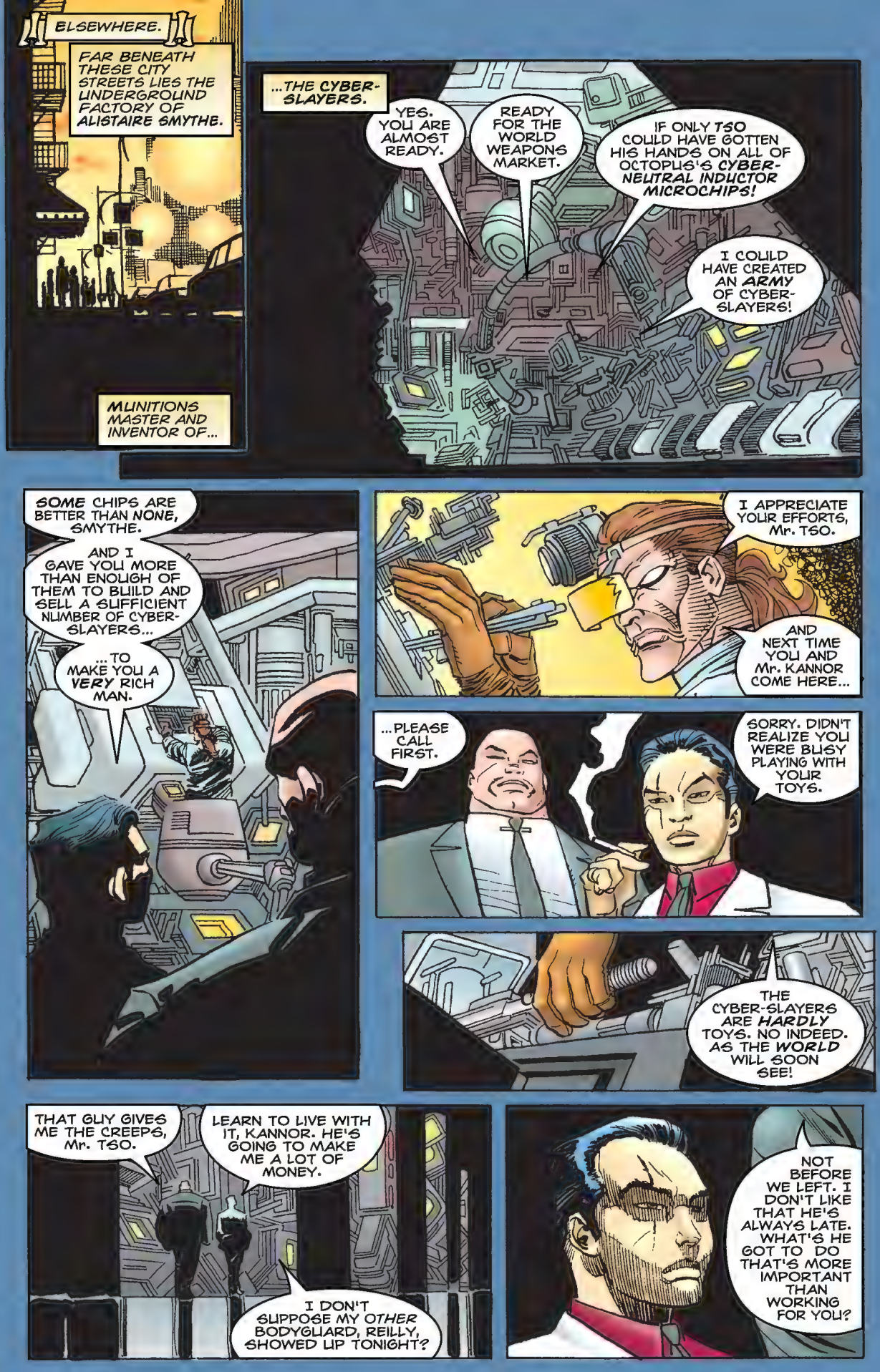

A VALID POINT, MASTER PROGRAMMER...
...BUT IT HELPS PASS THE TIME HERE IN THE PHYSICAL WORLD.
THE INITIAL STAGES OF THE HOLOPROGRAM HAVE BEEN COMPLETED.
WHENEVER YOU'RE READY, WE CAN START THE FULL DOWNLOAD.
WELL, LET'S PROCEED POSTHASTE, MY DEAR.
I WOULDN'T WANT TO DELAY OUR LITTLE EXCERCISE ANOTHER NANOSECOND!


AND FROM THE SURROUNDINGS OF THE MASTER PROGRAMMER'S WORLD...
...SEWARD TRAINER, A MAN WHOSE MIND HAS BECOME TRAPPED WITHIN THIS REALM, WATCHES WITH A MIXTURE OF HORROR AND SCIENTIFIC FASCINATION.
MY GOD... THEY'RE REALLY GOING TO DO IT!
THE TECHNOLOGY... THE PURE SCIENTIFIC WONDER OF IT! THIS MASTER PROGRAMMER, WHOEVER HE IS, IS TRULY A GENIUS.
AND MY DAUGHTER, CAROLYN, IS ALLOWING HERSELF TO BE LED DOWN HIS MAD PATH!
FORMATION OF HOLOGRAPHIC MATRIX HAS BEGUN, PROGRAMMER.
OF COURSE... AS PLANNED.
NARROWING WAVE GENERATOR FIELD.
SCARLET SPIDER HIGH SPEED DATRA TRANSFER COMPLETE.
EXCELLENT! WE HAVE SUCCEEDED AGAIN, CAROLYN!
NO!
EXCUSE ME CAROLYN, I BELIEVE I HAVE COMPANY!

OUTSIDE...
I'M TELLING YOU... I'M ONE OF THE GOOD GUYS.
ALL I KNOW IS YOU'RE *NOT* SPIDER-MAN. AND I'M NOT EVEN SURE ***HE'S*** ONE OF THE GOOD GUYS.
NOW, LEAVE *IMMEDIATELY!* THIS IS AN F.B.I. OPERATION, AND I CAN'T ALLOW A ***COSTUMED CLOWN*** LIKE YOU TO MESS IT UP!
IF YOU EVEN ***LOOK*** LIKE YOU'RE ENTERING THIS BUILDING...
...I ***SHOOT*** YOU WHERE YOU STAND!
TRUST ME... YOU'D NEVER HIT ME!
WANNA BET?
SPIDER-SENSE -- SCREAMING!
BRIGGS --
FWKOOM
-- GET DOWN!

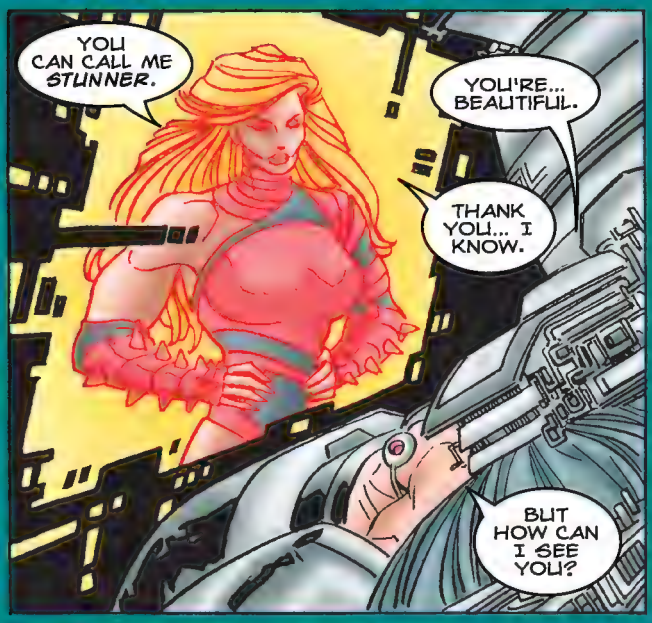

AS THE DUST AND DEBRIS, THROWN INTO THE AIR BY THE EXPLOSION, SETTLE...
...A SOLID HOLOGRAPHIC COUNTERPART OF THE SCARLET SPIDER EMERGES FROM THE WRECKAGE.
AND DEEP WITHIN THE BUILDING, JOE WADE WRESTLES FOR CONTROL OF THIS THING THAT IS BEING PROJECTED FROM HIS MIND.
EXCUSE ME IF I'M JUMPING TO CONCLUSIONS... I'M NOT REALLY UP TO SPEED ON ALL YOU SUPPOSED SUPER HERO TYPES, BUT...
...WASN'T THAT YOU THAT ALMOST KILLED US?
WONDERFUL!
I DON'T NEED THIS!
TAKE CARE, AGENT BRIGGS...
"...I'LL BE BACK!"
WHAT'S THIS, CAROLYN?

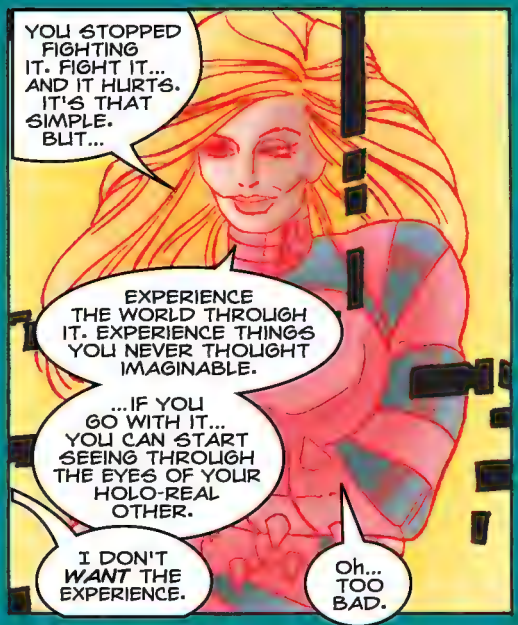

A GLITCH IN THE PROGRAM?
A MINOR SETBACK AT MOST. WE APPEAR TO HAVE TEMPORARILY LOST CONTROL OF HIM. THE TECHS ARE ALREADY CORRECTING THE DATA TRANSMISSION.
HE WILL KEEP THE SCARLET SPIDER BUSY WHILE WE CONTINUE WITH OUR...
MR. WADE DOES APPEAR TO HAVE A STRONGER WILL THAN OUR OTHER SUBJECTS.
WE'LL JUST NEED TO KEEP A TIGHTER REIN ON HIM, BUT...
...EITHER WAY, THE RESULT SHOULD BE THE SAME.
...WORK.
I MUST SAY, CAROLYN... CYBERSPACE DOES AGREE WITH YOU.
THANK YOU, PROGRAMMER.
NOW... PLEASE ATTEND TO WADE.
FOR MY PART... THERE IS A **BUG** IN THE PROGRAM WHICH NEEDS TO BE EXTERMINATED.

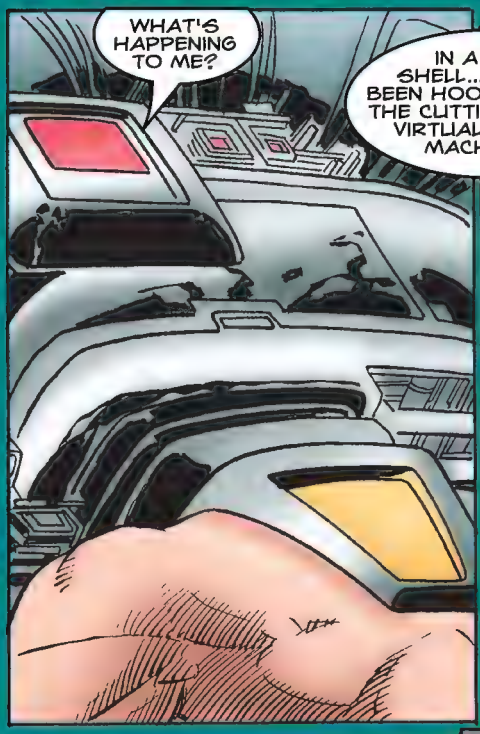

ELSEWHERE.
FAR BENEATH THESE CITY STREETS LIES THE UNDERGROUND FACTORY OF ALISTAIRE SMYTHE.
MUNITIONS MASTER AND INVENTOR OF...
...THE CYBER-SLAYERS.
YES. YOU ARE ALMOST READY.
READY FOR THE WORLD WEAPONS MARKET.
IF ONLY TSO COULD HAVE GOTTEN HIS HANDS ON ALL OF OCTOPUS'S CYBER-NEUTRAL INDUCTOR MICROCHIPS!
I COULD HAVE CREATED AN ARMY OF CYBER-SLAYERS!
SOME CHIPS ARE BETTER THAN NONE, SMYTHE.
AND I GAVE YOU MORE THAN ENOUGH OF THEM TO BUILD AND SELL A SUFFICIENT NUMBER OF CYBER-SLAYERS...
...TO MAKE YOU A VERY RICH MAN.
I APPRECIATE YOUR EFFORTS, Mr. TSO.
AND NEXT TIME YOU AND Mr. KANNOR COME HERE...
...PLEASE CALL FIRST.
SORRY. DIDN'T REALIZE YOU WERE BUSY PLAYING WITH YOUR TOYS.
THE CYBER-SLAYERS ARE HARDLY TOYS. NO INDEED. AS THE WORLD WILL SOON SEE!
THAT GUY GIVES ME THE CREEPS, Mr. TSO.
LEARN TO LIVE WITH IT, KANNOR. HE'S GOING TO MAKE ME A LOT OF MONEY.
I DON'T SUPPOSE MY OTHER BODYGUARD, REILLY, SHOWED UP TONIGHT?
NOT BEFORE WE LEFT. I DON'T LIKE THAT HE'S ALWAYS LATE. WHAT'S HE GOT TO DO THAT'S MORE IMPORTANT THAN WORKING FOR YOU?

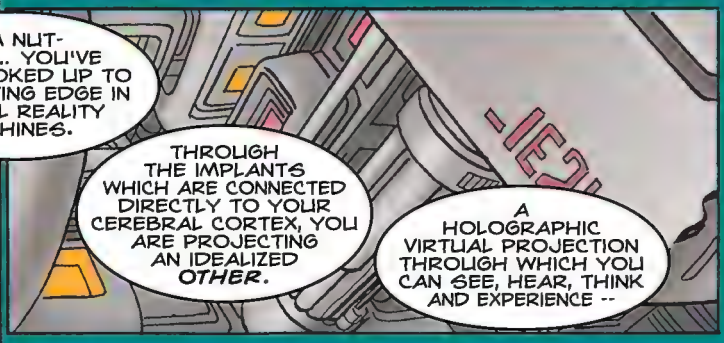
"I COULDN'T IMAGINE."
OMIGOD!
THE VERRAZANO NARROWS BRIDGE.
...WHAT HAS HE DONE?!
THERE HE IS!
HE'S COME BACK TO DO MORE! WHERE ARE THE POLICE?! THIS WAS A NEW CAR, YOU SONNUVA --
NO...REALLY... IT WASN'T ME! I KNOW IT LOOKED LIKE ME, BUT...
LIAR! YOU STOOD RIGHT IN FRONT OF ME AND WEBBED THE WHOLE BRIDGE UP! IF I COULD GET FREE I'D...
THERE HE GOES!
NO ONE SEEMS TO BE IN DANGER HERE. A LITTLE UNCOMFORTABLE, MAYBE, BUT...
I'VE GOT TO STOP THAT GUY BEFORE HE REALLY HURTS SOMEBODY -- NOT TO MENTION MY REPUTATION!
IT AIN'T MUCH, BUT... IT'S ALL I'VE GOT RIGHT NOW!

DEEP WITHIN OCK'S LABORATORY...
YOU SHOULD BE VERY COZY HERE, WADE...
...NOT THAT IT MATTERS.
ALL YOUR VITAL SIGNS WILL BE MONITORED... NUTRIENT SUPPLEMENTS WILL KEEP YOU ALIVE...
OTHER THAN THAT, YOU DON'T SERVE MUCH OF A PURPOSE. IT'S THE VIRTUAL REALITY SCARLET SPIDER THAT COUNTS.
HAVE FUN, SPECIAL AGENT!
HELLO? IS SOMEONE ELSE HERE?
WHO ARE YOU? WHAT ARE YOU DOING HERE? I CAN'T SEE!
THEY'VE GOT YOU HOOKED UP TOO... DON'T THEY?
YEAH. YOU TOO?
YES... IT'S WONDERFUL... ISN'T IT?
WHAT ARE YOU TALKING ABOUT? WONDERFUL? IT HURTS LIKE THE DEVIL!
Oh, BUT IT MUST BE DIFFICULT TALKING TO SOMEONE YOU CAN'T SEE... THERE IS A SCREEN ABOVE YOUR HEAD. FOCUS ON IT. YOU'LL SEE IT THROUGH THE GOGGLES.

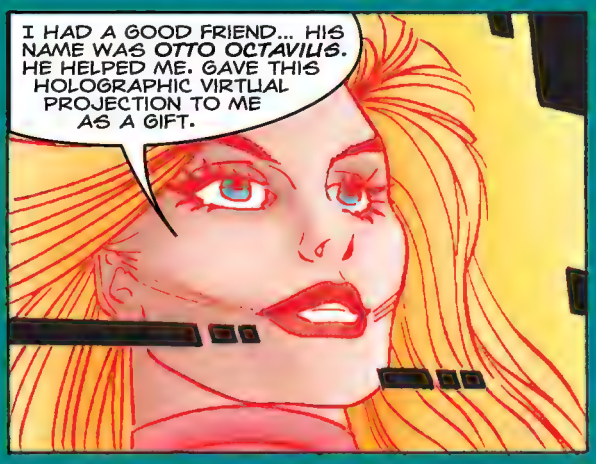

YOU CAN CALL ME STUNNER.
YOU'RE... BEAUTIFUL.
THANK YOU... I KNOW.
BUT HOW CAN I SEE YOU?

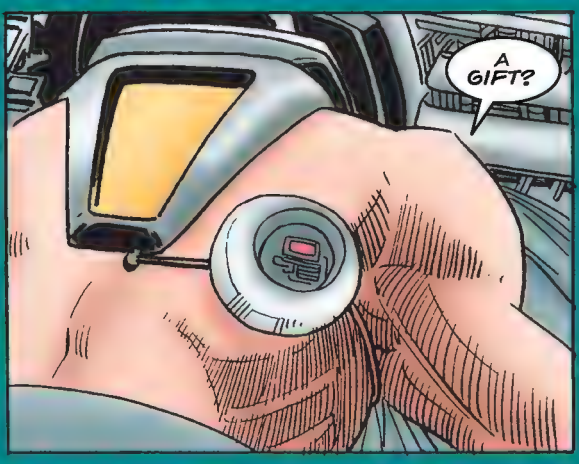

YOU STOPPED FIGHTING IT. FIGHT IT... AND IT HURTS. IT'S THAT SIMPLE. BUT...
EXPERIENCE THE WORLD THROUGH IT. EXPERIENCE THINGS YOU NEVER THOUGHT IMAGINABLE.
...IF YOU GO WITH IT... YOU CAN START SEEING THROUGH THE EYES OF YOUR HOLO-REAL OTHER.
I DON'T WANT THE EXPERIENCE.
Oh... TOO BAD.


WHAT'S HAPPENING TO ME?

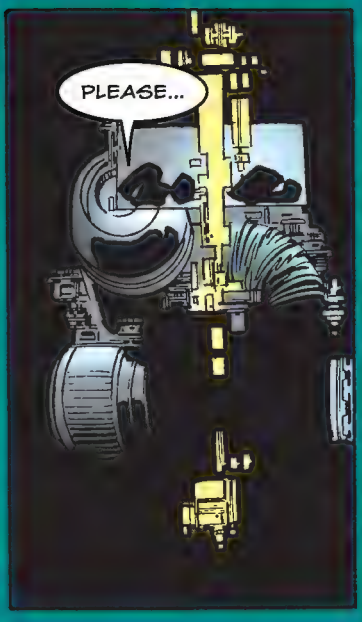

IN A NUT-SHELL... YOU'VE BEEN HOOKED UP TO THE CUTTING EDGE IN VIRTUAL REALITY MACHINES.
THROUGH THE IMPLANTS WHICH ARE CONNECTED DIRECTLY TO YOUR CEREBRAL CORTEX, YOU ARE PROJECTING AN IDEALIZED OTHER.
A HOLOGRAPHIC VIRTUAL PROJECTION THROUGH WHICH YOU CAN SEE, HEAR, THINK AND EXPERIENCE --

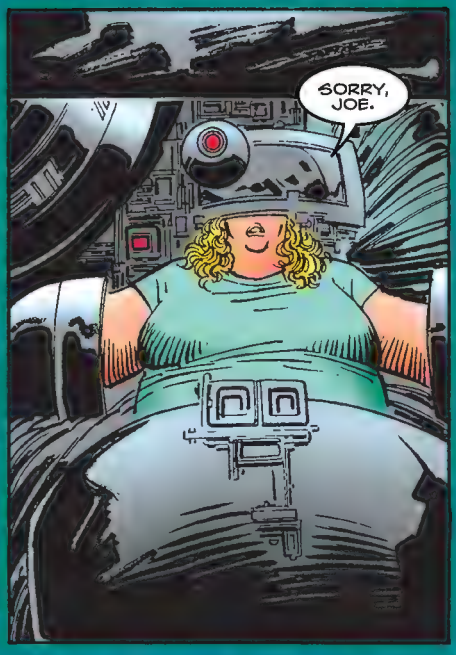
I CAN'T SEE A BLASTED THING!
THAT'S BECAUSE YOU'RE FIGHTING IT. JUST STOP.
WHAT? WHY?


I HAD A GOOD FRIEND... HIS NAME WAS OTTO OCTAVIUS. HE HELPED ME. GAVE THIS HOLOGRAPHIC VIRTUAL PROJECTION TO ME AS A GIFT.

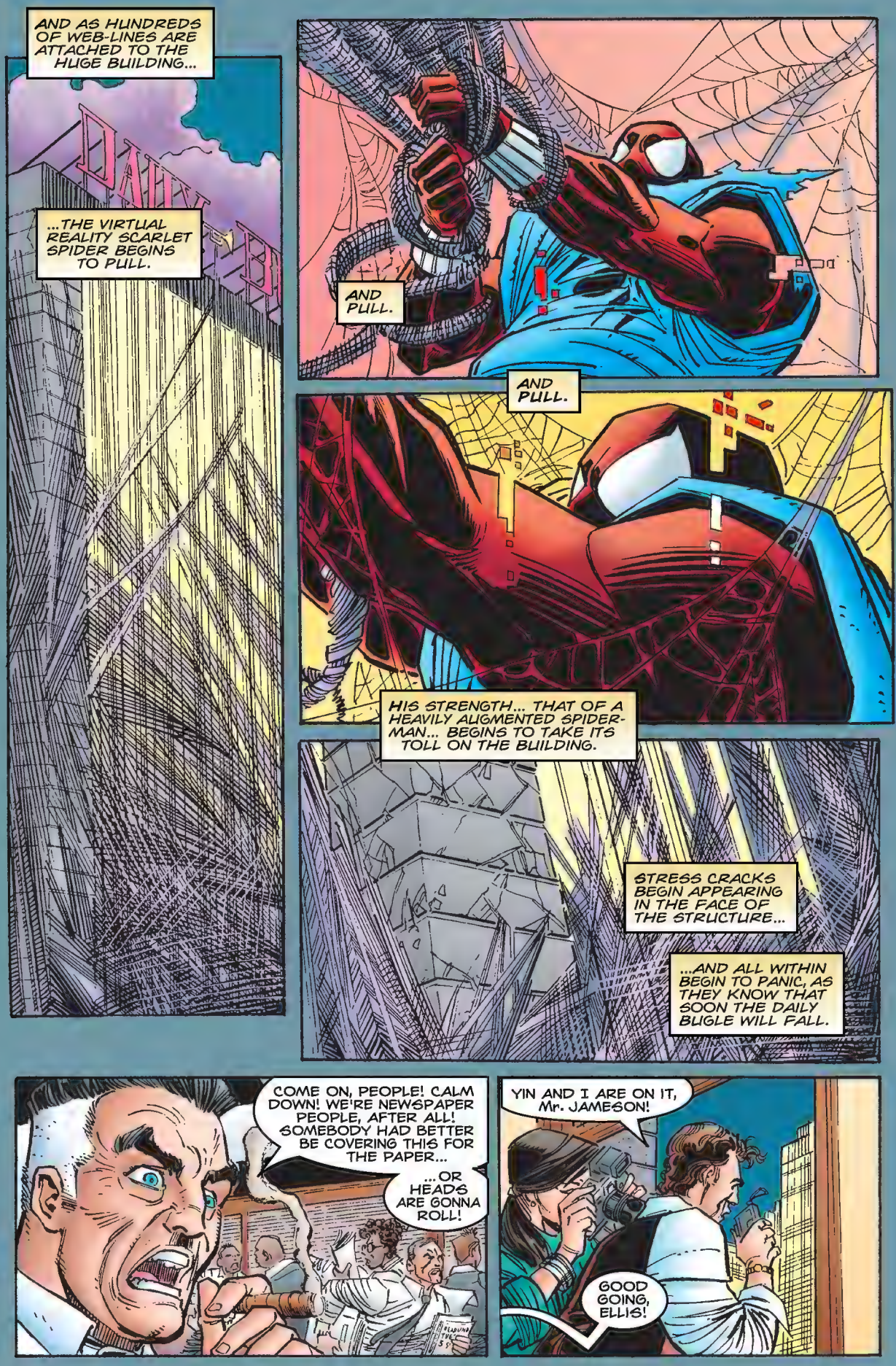

A GIFT?

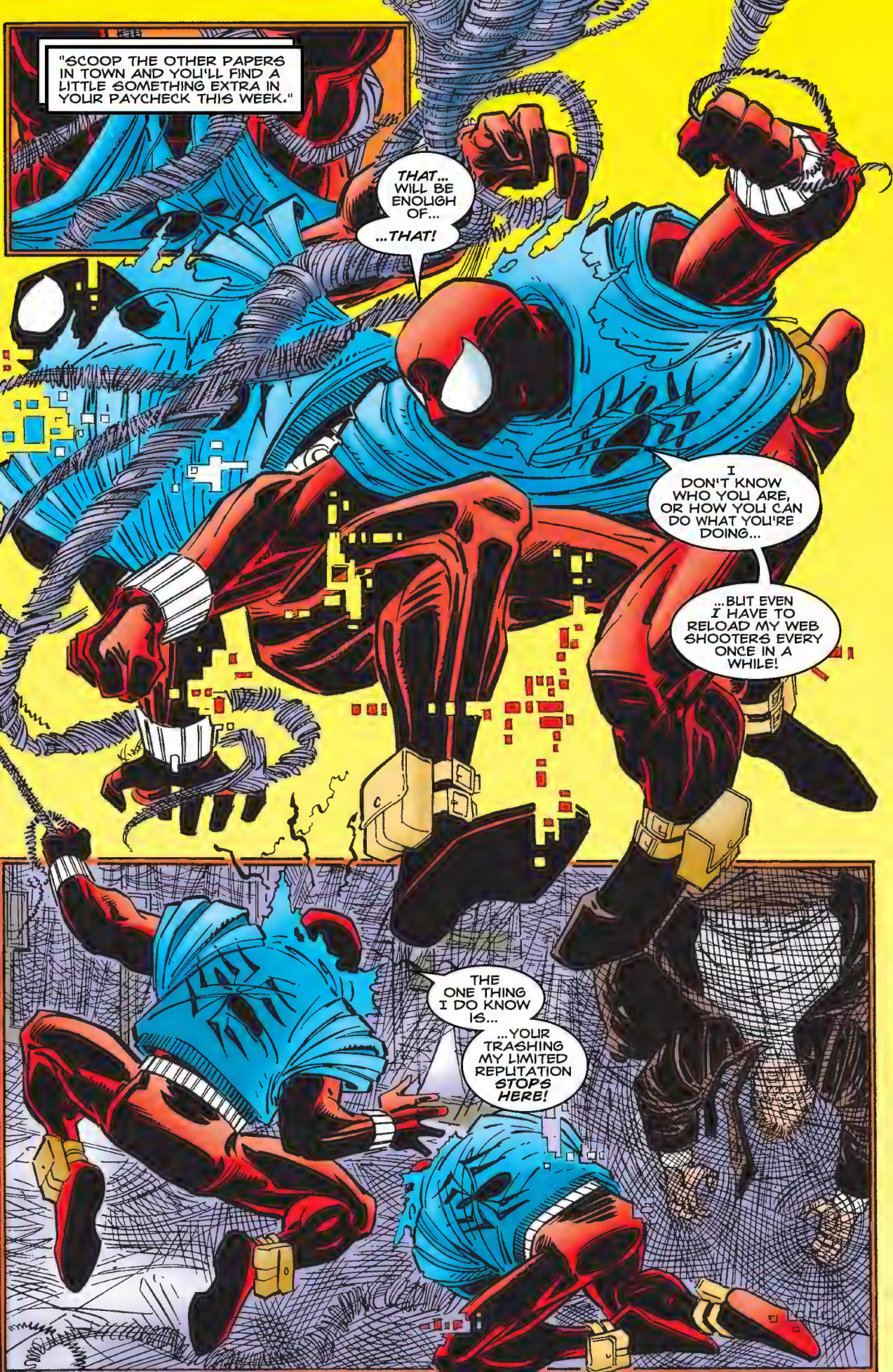
YES... BUT OTTO'S GONE NOW. AND THE OTHERS... THE ONES THAT CAME AFTER HIM... ARE STILL HELPING ME.
AND I DON'T THINK THEY WOULD LIKE ME TO TELL YOU ANY MORE.
NO! DON'T LEAVE ME!


PLEASE...


SORRY, JOE.

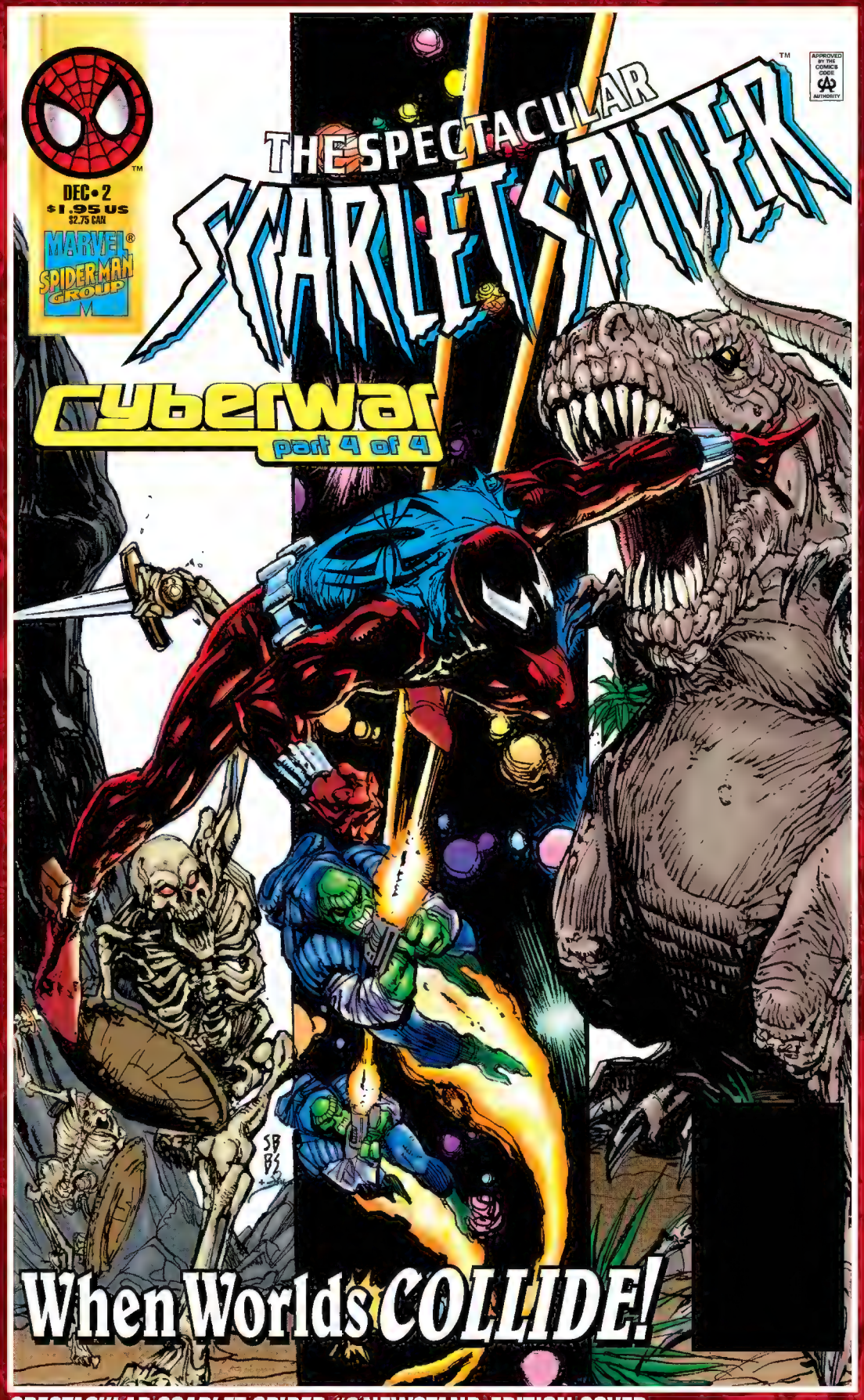
ELSEWHERE.
...THE VIRTUAL REALITY SCARLET SPIDER FILLS THE STREETS OF MANHATTAN WITH MAYHEM, DESTRUCTION AND...
...WEBBING!
THE POLICE ARE HELPLESS AS THE WEBBING KEEPS POURING FORTH TOWARD HIS FOREMOST GOAL...
...THE DAILY BUGLE!


AND AS HUNDREDS OF WEB-LINES ARE ATTACHED TO THE HUGE BUILDING...
...THE VIRTUAL REALITY SCARLET SPIDER BEGINS TO PULL.
AND PULL.
AND PULL.
HIS STRENGTH... THAT OF A HEAVILY AUGMENTED SPIDER-MAN... BEGINS TO TAKE ITS TOLL ON THE BUILDING.
STRESS CRACKS BEGIN APPEARING IN THE FACE OF THE STRUCTURE...
...AND ALL WITHIN BEGIN TO PANIC, AS THEY KNOW THAT SOON THE DAILY BUGLE WILL FALL.
COME ON, PEOPLE! CALM DOWN! WE'RE NEWSPAPER PEOPLE, AFTER ALL! SOMEBODY HAD BETTER BE COVERING THIS FOR THE PAPER...
...OR HEADS ARE GONNA ROLL!
YIN AND I ARE ON IT, Mr. JAMESON!
GOOD GOING, ELLIS!


"SCOOP THE OTHER PAPERS IN TOWN AND YOU'LL FIND A LITTLE SOMETHING EXTRA IN YOUR PAYCHECK THIS WEEK."
THAT... WILL BE ENOUGH OF...
...THAT!
I DON'T KNOW WHO YOU ARE, OR HOW YOU CAN DO WHAT YOU'RE DOING...
...BUT EVEN I HAVE TO RELOAD MY WEB SHOOTERS EVERY ONCE IN A WHILE!
THE ONE THING I DO KNOW IS...
...YOUR TRASHING MY LIMITED REPUTATION STOPS HERE!

BAAATT
BAAATT
BAAATT
BAAATT
THAT GUN?
HE GRABBED IT OUT OF THIN AIR!
WHAT IS THIS GUY... AND WHAT DOES HE HAVE AGAINST ME?
DUH!
I'VE BEEN AWAY FROM THE SUPER HERO GAME TOO LONG!
A COUPLE OF EXTRA-STRENGTH SPIDER-STINGERS!
HE CAME FROM OCTOPUS'S LAB... HE'S GOT IT IN FOR ME... SO WHO DOES HE WORK FOR?
OCTOPUS!
I'VE GOT TO TALK TO SEWARD ABOUT HIS CHILD-REARING ABILITIES. BUT FIRST.....
FOLLOWED UP BY HALF A DOZEN IMPACT WEBBING CAPSULES AND...
...YOU'VE GOT ONE WRAPPED AND BAGGED BAD-GUY!

FREEZE! YOU'RE UNDER ARREST!
YEAH, YEAH, YEAH! I KNOW IT LOOKS BAD, BUT I CAN EXPLAIN IT ALL.
THE REAL BAD GUY IS RIGHT HERE. IF YOU'LL JUST LET ME...
...SHOW YOU!?
HE'S GONE!
CLICK
CLICK
CLICK
CLICK
THIS IS NOT GOING TO LOOK GOOD!
I'VE GOT TO FIND THAT GUY... AND I'VE GOT TO CLEAR MY NAME!
BLAM
BLAM
BLAM
Oh, YEAH... THAT'LL BE EASY!
FRONT PAGE, ELLIS! I WANT YOU TO CRUCIFY THAT SCARLET SPIDER! YOU HEAR ME?
CRUCIFY HIM!
I'M ON IT, J.J!
CYBERWAR CONCLUDES IN SPECTACULAR SCARLET SPIDER #2!



SPECTACULAR SCARLET SPIDER #2 NEWSTAND-EDITION COVER

Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...
Stan Lee presents: THE SCARLET SPIDER!
"WELL, NO ONE TOLD ME LIFE WAS GONNA BE THIS WAY!
"MY JOB'S A JOKE--AS BEN REILLY I WORK AS A BODY-GUARD FOR JASON TSO--
"--A NIGHTCLUB OWNER-SLASH-GANGSTER WHO RECENTLY DECIDED TO DECLARE HI-TECH GANG WAR ON THE NEW DR. OCTOPUS!
"NATURALLY, WHEN THINGS GOT OUT OF HAND AND INNOCENTS WERE IN DANGER, THE SCARLET SPIDER GOT INVOLVED!
'SO NOW, BELIEVING THAT THE SPIDER IS DOWN WITH TSO, OCK HAS SOMEHOW CREATED A DOPPELGANGER OF ME --SOMEONE WITH MY POWERS--
"--AND SET HIM LOOSE ON THE CITY TO WREAK HAVOC AND FRAME ME FOR ALL THE DAMAGE AND DESTRUCTION!
"AND JUDGING FROM THE REACTION OF THE LOCALS, HE'S DOING A PRETTY GOOD JOB OF IT--

CYBER-WAR PART II

Arachnis Ex Machina

SPIDER IN THE MACHINE

"--'CAUSE THEY'VE GONE COMPLETELY POSTAL!

"CAN'T BLAME THEM--THEY THINK I DID THIS...!

"AND I SERIOUSLY DOUBT THAT THEY'D BELIEVE ME, OR EVEN LET ME EXPLAIN!

"ALL I CAN DO IS TRY TO STOP THIS DOUBLE OF MINE. BUT I HAVEN'T GOT A CLUE WHERE HE'S GOING!

THWIP

"I'M ALWAYS TWO SWINGS BEHIND HIM--SHOWING UP JUST IN TIME TO TAKE THE HEAT!

NYPD

THERE HE IS! HE TOTALLED MY BUILDING! SHOOT 'IM! SHOOT 'IM!

GET HIM! GET HIM!

KILL THE SCARLET SPIDER!

YOU'LL PAY FOR THIS, SPIDER!

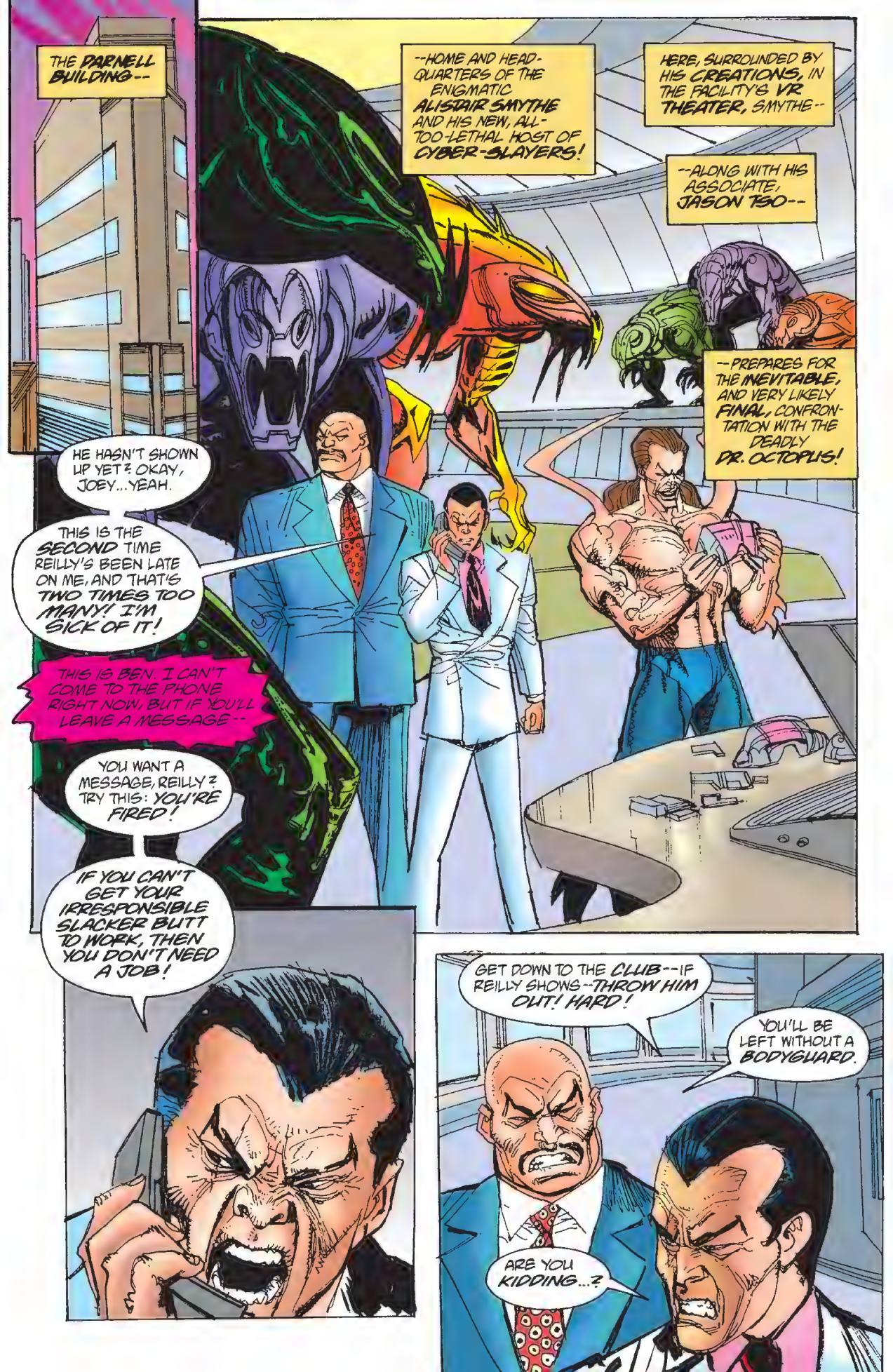
THERE HE IS!

BROUGHT TO YOU BY OUR OWN ANGRY MOB OF:

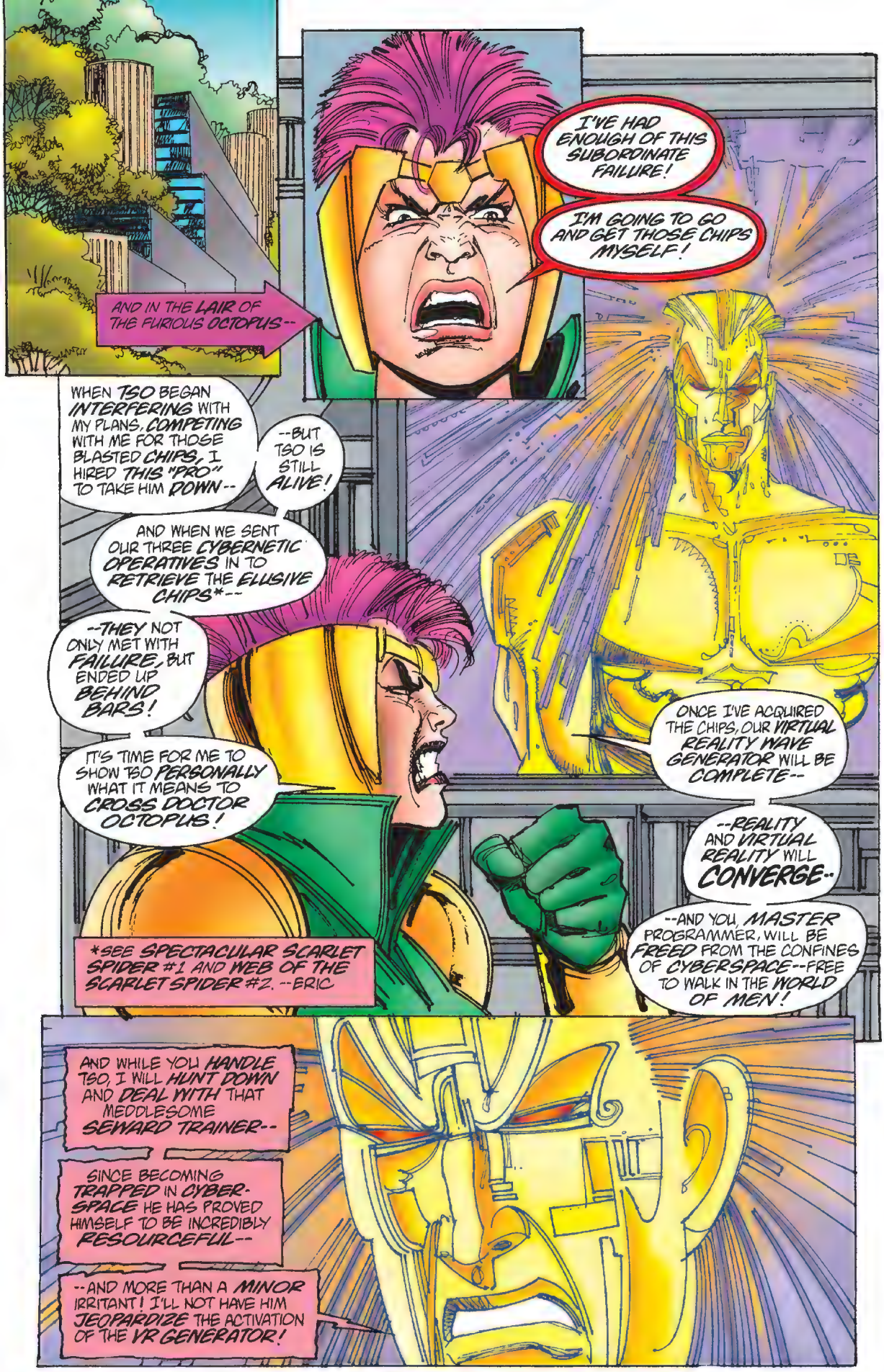
TODD DEZAGO WRITER | SAL BUSCEMA BREAKDOWNS | BILL SIENKIEWICZ & JIMMY PALMIOTTI FINISHES

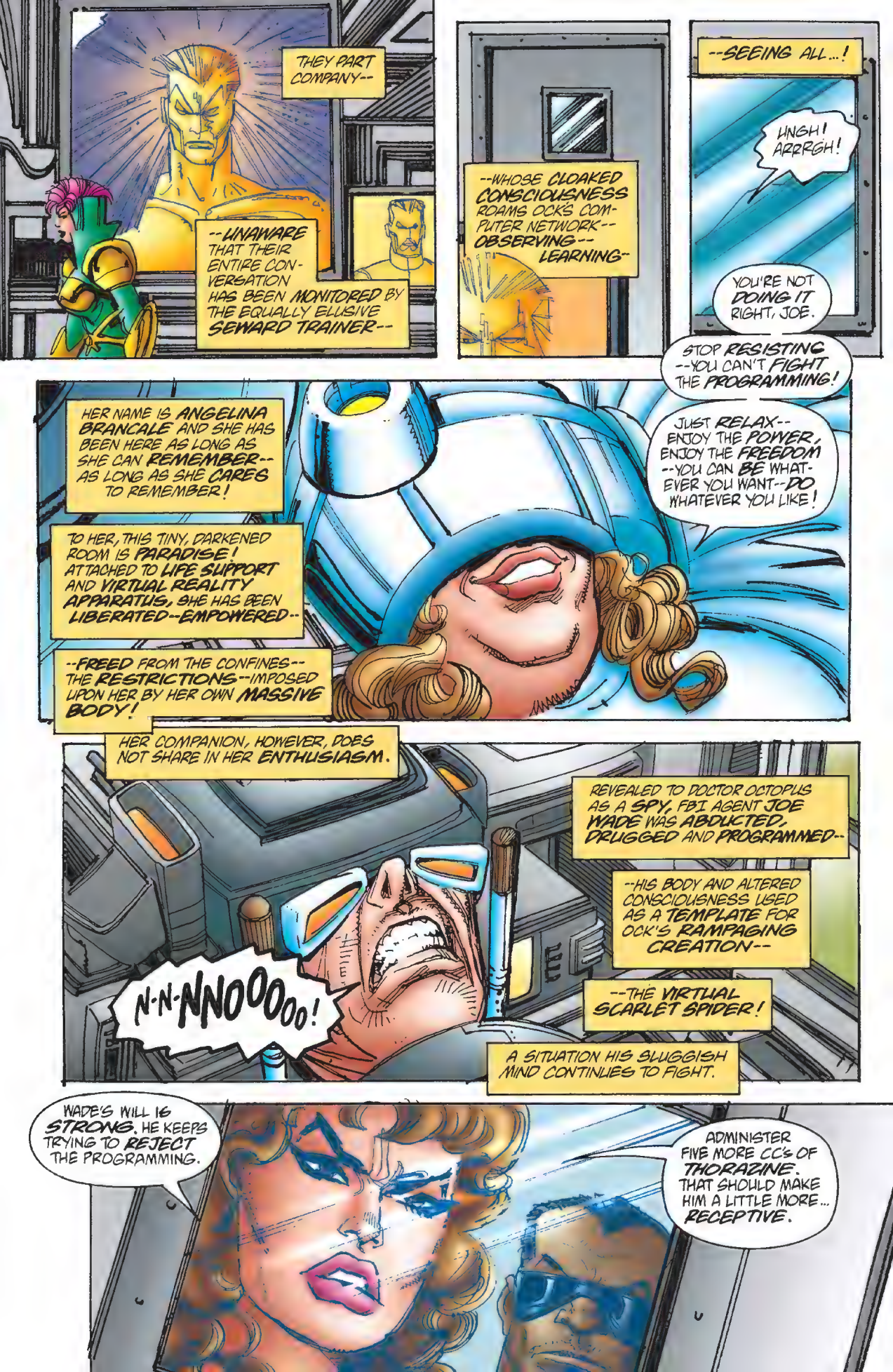
CLEM ROBINS, letters JOHN KALISZ, colors MALIBU, separations
ERIC FEIN, crowd control BOB BUDIANSKY, instigator

"THIS IS WACKED...! THESE PEOPLE...
"...DESPISE ME! I DON'T THINK I'VE SEEN A MOB THIS ENRAGED SINCE I SAW THE ORIGINAL FRANKENSTEIN--
"--ONLY THERE THE TOWNSFOLK CARRIED TORCHES AND PITCHFORKS--
"--HERE, THEY HAVE BULLHORNS--
THIS IS YOUR LAST WARNING! WE HAVE BEEN AUTHORIZED BY THE STATE OF NEW YORK TO USE DEADLY FORCE SHOULD YOU FAIL TO SURRENDER WITHIN THIRTY SECONDS--
NYPD
"--AND BULLETS!
POW POW
BRAKKA BRAKKA
"I THINK SOMEBODY'S WATCH IS FAST!
"WELL, IT LOOKS LIKE OCK GOT WHAT SHE WANTED--AS OF RIGHT NOW, THE SCARLET SPIDER IS PUBLIC ENEMY NUMBER ONE--
"--AND AS OF FIVE MINUTES AGO, LATE FOR WORK!"
POW BAM BAM

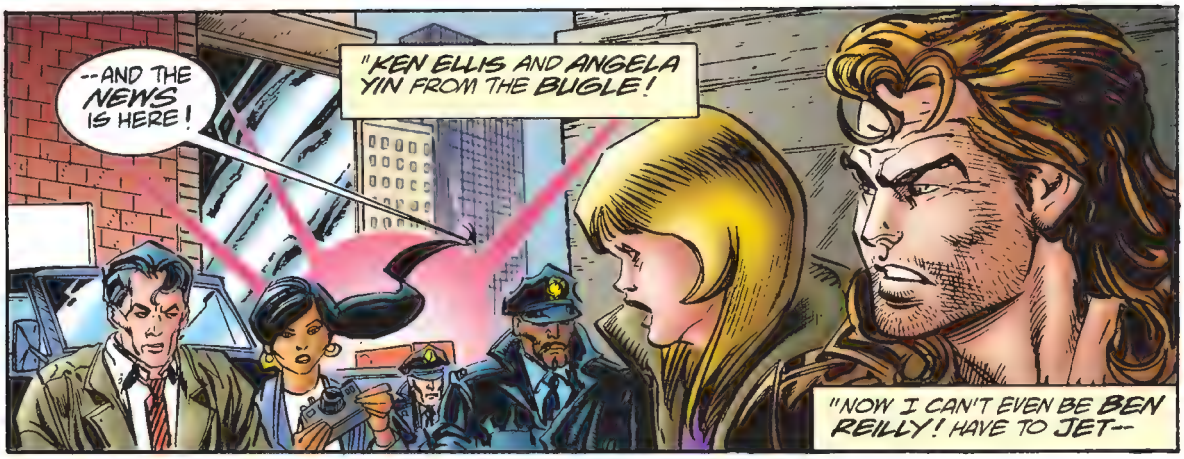

THE DARNELL BUILDING--
--HOME AND HEADQUARTERS OF THE ENIGMATIC ALISDAIR SMYTHE AND HIS NEW, ALL-TOO-LETHAL HOST OF CYBER-SLAYERS!
HERE, SURROUNDED BY HIS CREATIONS, IN THE FACILITY'S VR THEATER, SMYTHE--
--ALONG WITH HIS ASSOCIATE, JASON TSO--
--PREPARES FOR THE INEVITABLE, AND VERY LIKELY FINAL, CONFRONTATION WITH THE DEADLY DR. OCTOPUS!
HE HASN'T SHOWN UP YET? OKAY, JOEY...YEAH.
THIS IS THE SECOND TIME REILLY'S BEEN LATE ON ME, AND THAT'S TWO TIMES TOO MANY! I'M SICK OF IT!
THIS IS BEN. I CAN'T COME TO THE PHONE RIGHT NOW, BUT IF YOU'LL LEAVE A MESSAGE--
YOU WANT A MESSAGE, REILLY? TRY THIS: YOU'RE FIRED!
IF YOU CAN'T GET YOUR IRRESPONSIBLE SLACKER BUTT TO WORK, THEN YOU DON'T NEED A JOB!
GET DOWN TO THE CLUB--IF REILLY SHOWS--THROW HIM OUT! HARD!
YOU'LL BE LEFT WITHOUT A BODYGUARD.
ARE YOU KIDDING...?

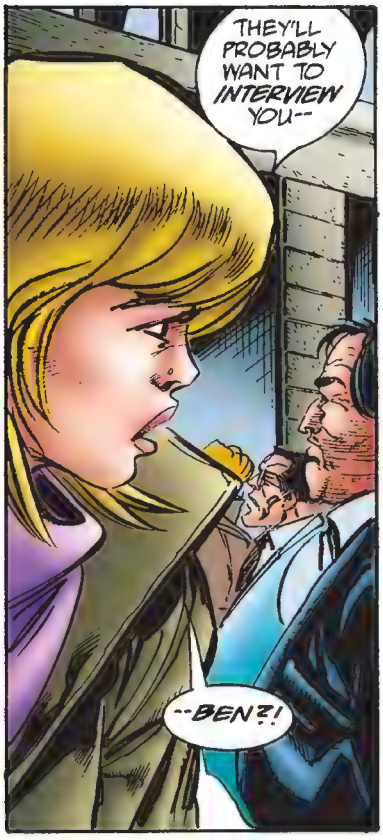
...I'M SURROUNDED BY BODYGUARDS! THE SLAYERS ARE THE ULTIMATE KILLING MACHINE!
RIGHT NOW, I'M THE SAFEST MAN IN THE WORLD!
EVEN MORE SO, JASON--NOW THAT I'VE INCORPORATED THE CYBERNEURAL INDUCTORS THAT YOU SO KINDLY ACQUIRED FOR ME INTO THIS VISOR--
--I NO LONGER REQUIRE OTHERS TO GUIDE EACH OF THE INDIVIDUAL CYBER-SLAYERS! WHILE I WEAR THE MASTER-VISOR--
--THE ENTIRE CADRE OF SLAYERS IS AT MY COMMAND! I HAVE TOTAL CONTROL OF THEM ALL!
MEANWHILE, DOWN IN THE LOBBY--
--A FAMILIAR FIGURE NOTES KANNOR'S DEPARTURE--
--AND PREPARES TO FULFILL A CONTRACT THAT HAS BEEN LEFT INCOMPLETE!*
* FOR MORE ON THE PRO SEE SCARLET SPIDER #1.--ERIC

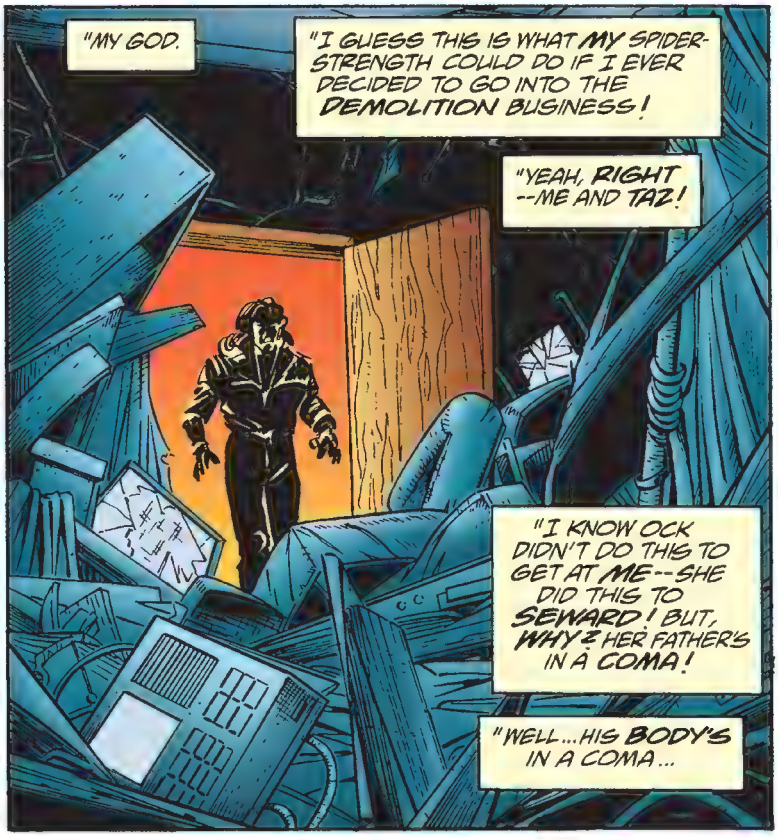

AND IN THE LAIR OF THE FURIOUS OCTOPUS--
I'VE HAD ENOUGH OF THIS SUBORDINATE FAILURE!
I'M GOING TO GO AND GET THOSE CHIPS MYSELF!
WHEN TSO BEGAN INTERFERING WITH MY PLANS, COMPETING WITH ME FOR THOSE BLASTED CHIPS, I HIRED THIS "PRO" TO TAKE HIM DOWN--
--BUT TSO IS STILL ALIVE!
AND WHEN WE SENT OUR THREE CYBERNETIC OPERATIVES IN TO RETRIEVE THE ELUSIVE CHIPS*--
--THEY NOT ONLY MET WITH FAILURE, BUT ENDED UP BEHIND BARS!
IT'S TIME FOR ME TO SHOW TSO PERSONALLY WHAT IT MEANS TO CROSS DOCTOR OCTOPUS!
ONCE I'VE ACQUIRED THE CHIPS, OUR VIRTUAL REALITY WAVE GENERATOR WILL BE COMPLETE--
--REALITY AND VIRTUAL REALITY WILL CONVERGE--
--AND YOU, MASTER PROGRAMMER, WILL BE FREED FROM THE CONFINES OF CYBERSPACE--FREE TO WALK IN THE WORLD OF MEN!
*SEE SPECTACULAR SCARLET SPIDER #1 AND WEB OF THE SCARLET SPIDER #2. --ERIC
AND WHILE YOU HANDLE TSO, I WILL HUNT DOWN AND DEAL WITH THAT MEDDLESOME SEWARD TRAINER--
SINCE BECOMING TRAPPED IN CYBER-SPACE HE HAS PROVED HIMSELF TO BE INCREDIBLY RESOURCEFUL--
--AND MORE THAN A MINOR IRRITANT! I'LL NOT HAVE HIM JEOPARDIZE THE ACTIVATION OF THE VR GENERATOR!

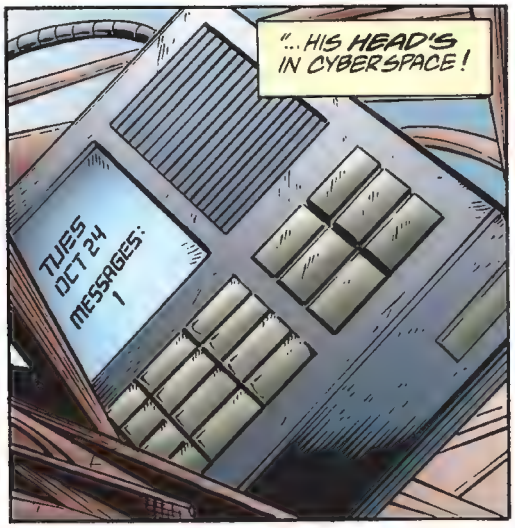

THEY PART COMPANY--
--UNAWARE THAT THEIR ENTIRE CONVERSATION HAS BEEN MONITORED BY THE EQUALLY ELUSIVE SEWARD TRAINER--
--WHOSE CLOAKED CONSCIOUSNESS ROAMS OCK'S COMPUTER NETWORK--OBSERVING--LEARNING--
--SEEING ALL...!
UNGH! ARRRGH!
YOU'RE NOT DOING IT RIGHT, JOE.
STOP RESISTING --YOU CAN'T FIGHT THE PROGRAMMING!
JUST RELAX--ENJOY THE POWER, ENJOY THE FREEDOM --YOU CAN BE WHATEVER YOU WANT--DO WHATEVER YOU LIKE!
HER NAME IS ANGELINA BRANCALE AND SHE HAS BEEN HERE AS LONG AS SHE CAN REMEMBER--AS LONG AS SHE CARES TO REMEMBER!
TO HER, THIS TINY, DARKENED ROOM IS PARADISE! ATTACHED TO LIFE SUPPORT AND VIRTUAL REALITY APPARATUS, SHE HAS BEEN LIBERATED--EMPOWERED--
--FREED FROM THE CONFINES--THE RESTRICTIONS--IMPOSED UPON HER BY HER OWN MASSIVE BODY!
HER COMPANION, HOWEVER, DOES NOT SHARE IN HER ENTHUSIASM.
N-N-NNOOOoo!
REVEALED TO DOCTOR OCTOPUS AS A SPY, FBI AGENT JOE WADE WAS ABDUCTED, DRUGGED AND PROGRAMMED--
--HIS BODY AND ALTERED CONSCIOUSNESS USED AS A TEMPLATE FOR OCK'S RAMPAGING CREATION--
--THE VIRTUAL SCARLET SPIDER!
A SITUATION HIS SLUGGISH MIND CONTINUES TO FIGHT.
WADE'S WILL IS STRONG. HE KEEPS TRYING TO REJECT THE PROGRAMMING.
ADMINISTER FIVE MORE CC's OF THORAZINE. THAT SHOULD MAKE HIM A LITTLE MORE... RECEPTIVE.

SOMETIME LATER...
"EVEN THOUGH I'M ALREADY LATE TO WORK, I'VE GOTTA STOP HOME AND GRAB SOME CLOTHES--
"OF COURSE, I WOULD'VE GOTTEN HERE A LOT QUICKER IF I HADN'T HAD TO TAKE THE BUS!
"BUT NO WAY WAS I GOING TO SWING ANYWHERE VIA THE GREYWEB EXPRESS!
"WITH ALL THE DAMAGE DOC OCK'S DUPLICATE OF ME HAS DONE, IT'D BE INSANE TO GO ANYWHERE AS--
THE SCARLET SPIDER!
"WHAT?! IT LOOKS LIKE THEY'VE EVACUATED MY BUILDING.
"OH, NO! DON'T TELL ME...!
"OCK'S SENT HER SPIDER HERE TO HER FATHER--SEWARD'S APARTMENT! SHE'S MAKING HIM DO HER DIRTY WORK!
"BUT IS SHE DOING THIS TO GET AT HIM...
"...OR ME?
"I HAVE TO CHANGE--
"--AND GET UP THERE!
BEN!
CARRIE...!
IT'S AWFUL! THEY GOT US OUT JUST IN TIME! IT'S THE SCARLET SPIDER--HE'S DESTROYING THE BUILDING!! I--
--I THINK YOUR PLACE GOT TRASHED!
THE SWAT GUYS ARE ON THEIR WAY--

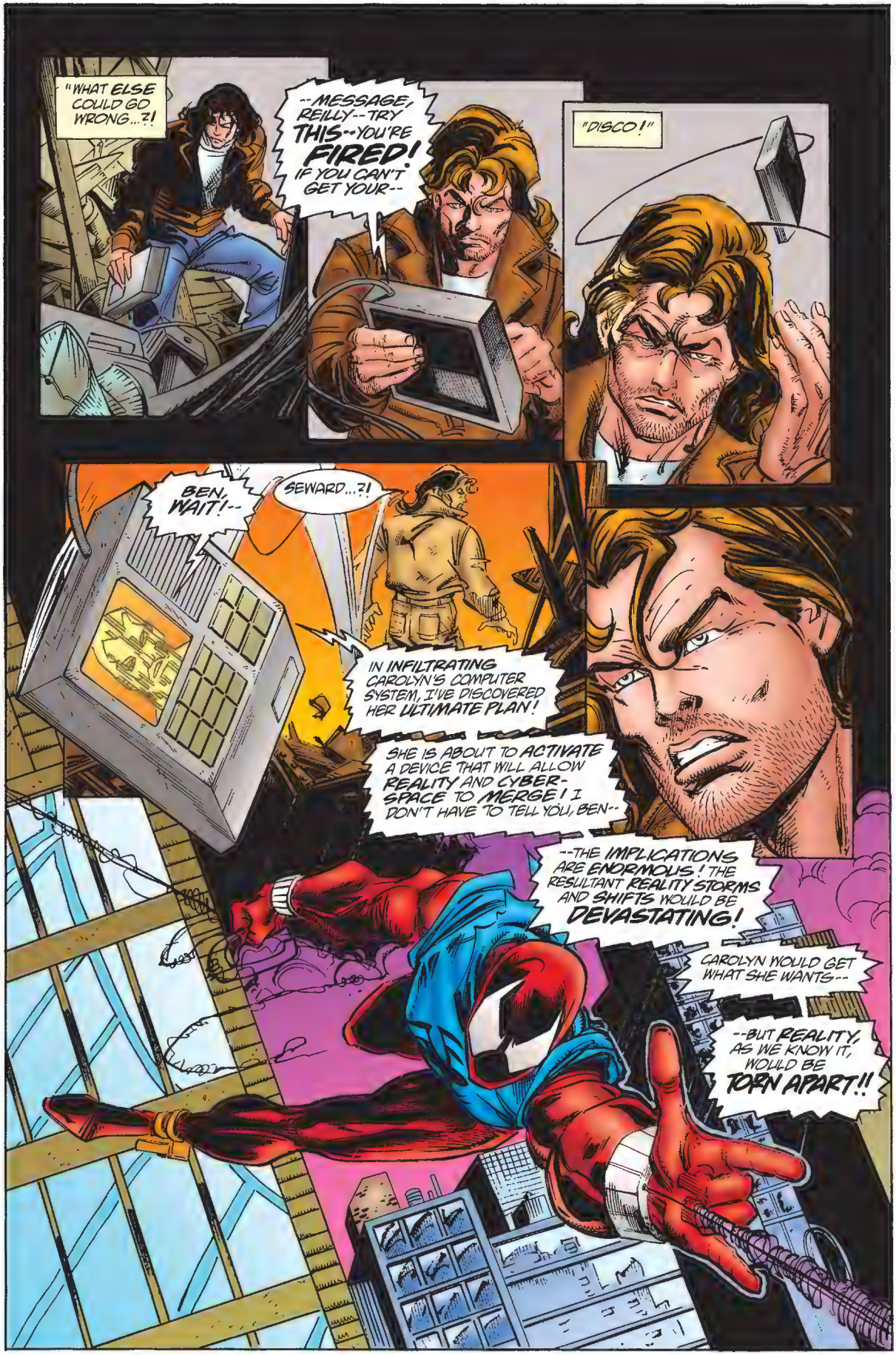

--AND THE NEWS IS HERE!
"KEN ELLIS AND ANGELA YIN FROM THE BUGLE!
"NOW I CAN'T EVEN BE BEN REILLY! HAVE TO JET--

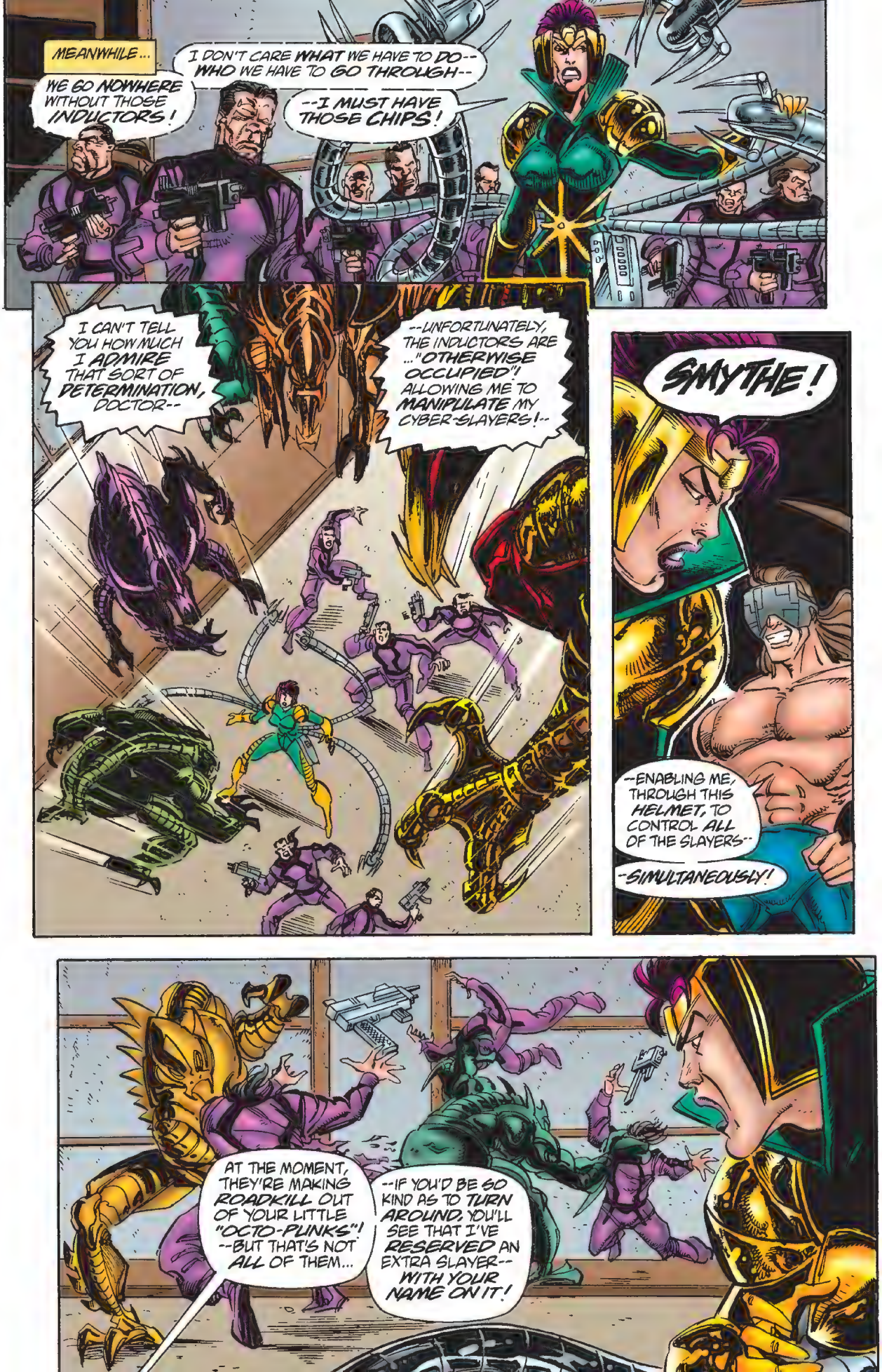

THEY'LL PROBABLY WANT TO INTERVIEW YOU--
--BEN?!


"MY GOD.
"I GUESS THIS IS WHAT MY SPIDER-STRENGTH COULD DO IF I EVER DECIDED TO GO INTO THE DEMOLITION BUSINESS!
"YEAH, RIGHT --ME AND TAZ!
"I KNOW OCK DIDN'T DO THIS TO GET AT ME--SHE DID THIS TO SEWARD! BUT, WHY? HER FATHER'S IN A COMA!
"WELL...HIS BODY'S IN A COMA...


"...HIS HEAD'S IN CYBERSPACE!
TUES OCT 24
MESSAGES:
1

"NOT ONLY IS OCK WRECKING MY REP AS THE SCARLET SPIDER--SHE'S ALSO WRECKING MY LIFE AS BEN REILLY!


"WHAT ELSE COULD GO WRONG...?!
--MESSAGE, REILLY--TRY THIS--YOU'RE FIRED! IF YOU CAN'T GET YOUR--
"DISCO!"
BEN, WAIT!--
SEWARD...?!
IN INFILTRATING CAROLYN'S COMPUTER SYSTEM, I'VE DISCOVERED HER ULTIMATE PLAN!
SHE IS ABOUT TO ACTIVATE A DEVICE THAT WILL ALLOW REALITY AND CYBER-SPACE TO MERGE! I DON'T HAVE TO TELL YOU, BEN--
--THE IMPLICATIONS ARE ENORMOUS! THE RESULTANT REALITY STORMS AND SHIFTS WOULD BE DEVASTATING!
CAROLYN WOULD GET WHAT SHE WANTS--
--BUT REALITY, AS WE KNOW IT, WOULD BE TORN APART!!


MEANWHILE...
I DON'T CARE WHAT WE HAVE TO DO-- WHO WE HAVE TO GO THROUGH--
--I MUST HAVE THOSE CHIPS!
WE GO NOWHERE WITHOUT THOSE INDUCTORS!
I CAN'T TELL YOU HOW MUCH I ADMIRE THAT SORT OF DETERMINATION, DOCTOR--
--UNFORTUNATELY, THE INDUCTORS ARE ..."OTHERWISE OCCUPIED"! ALLOWING ME TO MANIPULATE MY CYBER-SLAYERS!--
SMYTHE!
--ENABLING ME, THROUGH THIS HELMET, TO CONTROL ALL OF THE SLAYERS--
-SIMULTANEOUSLY!
AT THE MOMENT, THEY'RE MAKING ROADKILL OUT OF YOUR LITTLE "OCTO-PUNKS"! --BUT THAT'S NOT ALL OF THEM...
--IF YOU'D BE SO KIND AS TO TURN AROUND, YOU'LL SEE THAT I'VE RESERVED AN EXTRA SLAYER-- WITH YOUR NAME ON IT!

PERHAPS ANOTHER DAY, SMYTHE--
--BUT NOT TODAY!
SHRAKT
DON'T LOOK SO SURPRISED, SMYTHE! ONCE I'D APPROPRIATED THE INDUCTORS FOR YOU, I REALIZED I WAS NO LONGER NECESSARY TO YOUR PLANS--
--IT WOULD ONLY BE A MATTER OF TIME BEFORE YOU GOT RID OF ME--
TSO!--
--HOW?!
I DISCONNECTED THE RELAYS BETWEEN THE SLAYERS AND YOUR HELMET! YOU HAVE NO CONTROL OVER THEM! YOU ARE POWERLESS!!
I'VE COMMANDEERED THIS ONE--AND ONCE YOU'VE BEEN DEFEATED BY DOCTOR OCTOPUS--
--THE SLAYERS WILL BE ALL MINE!!
HELLO, TSO--
WHA--

THE JOB ISN'T OVER--
--UNTIL THE CONTRACT IS FULFILLED.
CHUFF
TSO WAS WRONG, DOCTOR--I AM FAR FROM POWER-LESS!
WITH MY ALTERED PHYSIQUE, I AM MORE THAN A MATCH FOR YOU!
TSO WAS WRONG, SMYTHE! I DON'T CARE ABOUT DEFEATING YOU!--
ALL I WANT--
--IS THAT VISOR!
UNGH!
GLUDD
AND WITH THAT, HER TENTACLES COME ALIVE--
--AS RELAYS AND ADAPTERS EXTEND FROM HER MECHANICAL LIMBS, TAPPING INTO SMYTHE'S MASTER-VISOR, ACCESSING THE INDUCTOR CHIPS--
--LINKING IT TO THE RECEIVER SHE WEARS ON HER HIP-- ACTIVATING THE VR WAVE GENERATOR BACK AT HER LAB!
SHE SMILES AS THE AIR BEGINS TO SHIMMER AROUND HER--

--AS SHE BECOMES THE CONDUIT BETWEEN TWO REALMS--THE LIVING NEXUS FOR THE INCREDIBLE CONVERGENCE--
--AS REALITY AND CYBERSPACE MERGE--
--AND REALITY AND UNREALITY BECOME ONE!!
SHE WAITS FOR THE ENERGIES TO BUILD --FOR THE TIME TO BE RIGHT--
"YEOW! SPIDER-SENSE LIKE THE FOURTH OF JULY...!
"I MUST BE TOO LATE!--THE REALITY STORM IS STARTING!
NOW, MY DARLING--COME TO ME--!

THE AIR CRACKLES AND WHIRLS AND FREEZES...
...AS THE MASTER PROGRAMMER-- A BEING COMPRISED OF NOTHING MORE THAN DIGITIZED INFORMATION--
--TAKES FORM!
CAROLYN!
HE STEPS MAJESTICALLY FROM THE NOTHINGNESS-- HIS BODY RADIANT WITH THE GLOW OF NEW LIFE--
INTOXICATED WITH THE GLORY OF HIS PHYSICALNESS--HE MOVES--
MY LOVE!
--TO TOUCH HER--TO HOLD HER--FEEL HER--
--TO SHARE WITH HER THIS, THE CONSUMMATION OF ALL THEIR WORK--

--THE CLIMACTIC MOMENT OF THEIR ULTIMATE ACHIEVE-MENT!
MEANWHILE, IN STUNNING CONTRAST--
--REALITY HAS GONE AWRY!
AAAAHHH!
HELP! HELP!
WHOA! HANG ON THERE, SKEETER--
ZORT
--IT LOOKS LIKE THAT GUY HAS HIS PHASER SET ON "EXTRA CRISPY"!
OH, THANK YOU! I DON'T KNOW WHAT'S GOING ON--
--BUT THANK YOU!
MOMMY! I WAS WITH SPIDER-MAN...!
BEN...!
SEWARD?!
SEWARD, I WAS TOO LATE. I--
IT'S NOT TOO LATE, BEN! THE CONVERGENCE HAS YET TO COALESCE! THIS HYPER-REALITY ISN'T SETTLED! IT CAN BE UNDONE!
WHEN I GOT WISE TO CAROLYN'S PLAN, I BEGAN WORKING ON MY OWN CHIP--
--IT'S A VR VIRUS--AND IT CAN REVERT REALITY BACK TO NORMAL--

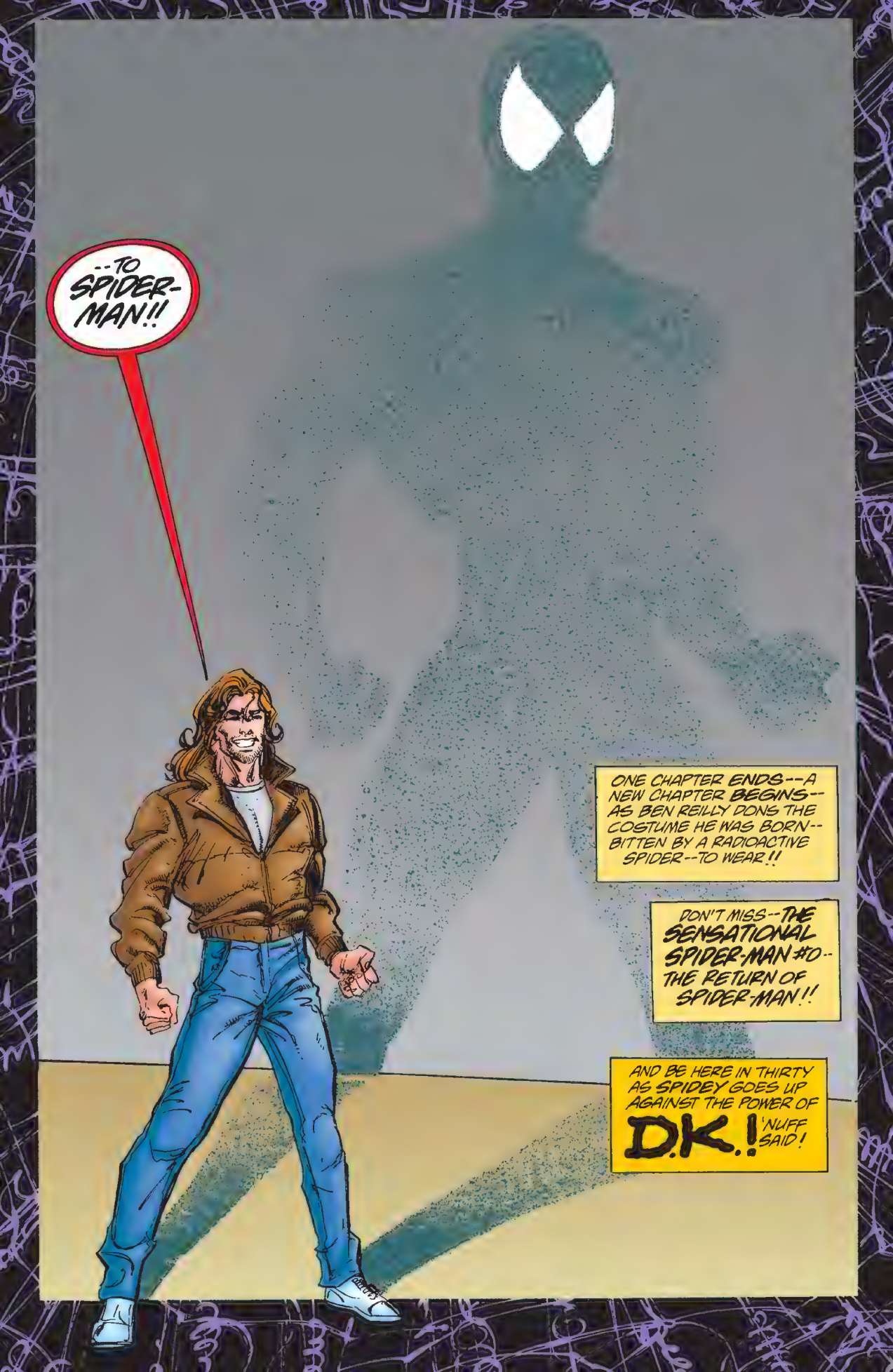
--IF IT'S INTRODUCED INTO THE REALITY WAVE GENERATOR IN TIME!
I'M ON IT!
I POP THE VIRUS INTO THE GENERATOR BEFORE THIS REALITY HAS A CHANCE TO "HARDEN" AND EVERYTHING'LL BE COOL AGAIN.
GEE, SEWARD, YOU MAKE IT SOUND SO EASY! OH, AND SEWARD...
...IT'S GOOD TO SEE YOU!
JUST GO!--I DON'T KNOW HOW LONG YOU HAVE--
--BUT IF YOU DON'T GET TO THE GENERATOR IN TIME--
"--OUR NEW REALITY WILL BE NOTHING SHORT OF DISASTROUS!"
MY DEAR, I CAN'T TELL YOU WHAT THIS MOMENT MEANS TO ME--YOU'VE MADE ALL OF MY DREAMS COME TRUE!
URT!
OH, PUH-LEEZE!
WHY DON'T YOU TWO GET A ROOM?
WAK!
I WOULD GUESS THAT YOU'RE THE ONE BEHIND ALL THIS, SPARKY --SO YOU'RE THE ONE I'M GONNA TAKE DOWN FIRST!

SHWAKK
AS YOU CAN SEE, SPIDER--I DIDN'T COME TO YOUR REALITY UNPREPARED!
HUWHG!
"ACTUALLY, I KNOW THAT IT'S OCTOPUS WHO'S WEARING THE GENERATOR--I'M JUST TAKING THE INDIRECT ROUTE!
SHWAKK
"I FIGURE THAT IF I START A LITTLE SCRIMMAGE WITH HER BOYFRIEND, I JUST MIGHT BE ABLE TO--
THWAKT
"--DRAW HER IN!"
NOW, YOU MEDDLESOME SPIDER--!
"MAN, THAT HURT.
"BUT IT CERTAINLY GOT ME CLOSE ENOUGH--
"--TO DO THIS!

AAAHHRRR!
THE RESULTING BACKLASH IS DEVASTATING--
--AS THE VIRUS EATS INTO THE SYSTEM--
FWOOSH
UNGH!
--RIDING THE VIRTUAL REALITY WAVE BACK THROUGH OCK'S RECEIVER--
--BACK TO HER LABS--
CHOOM! CHOOM! BOOM!
--DESTROYING THE GENERATOR--
--DESTROYING THE PROGRAM--
--DESTROYING THE WAVE!
--CAUSING EVERYTHING THAT WAS LIBERATED FROM CYBER-SPACE BY THE GENERATOR--
--TO SIMPLY MELT AWAY...
CAROLYN...
NOOOOO!
...EVERYTHING.
GOOD JOB, LAD--

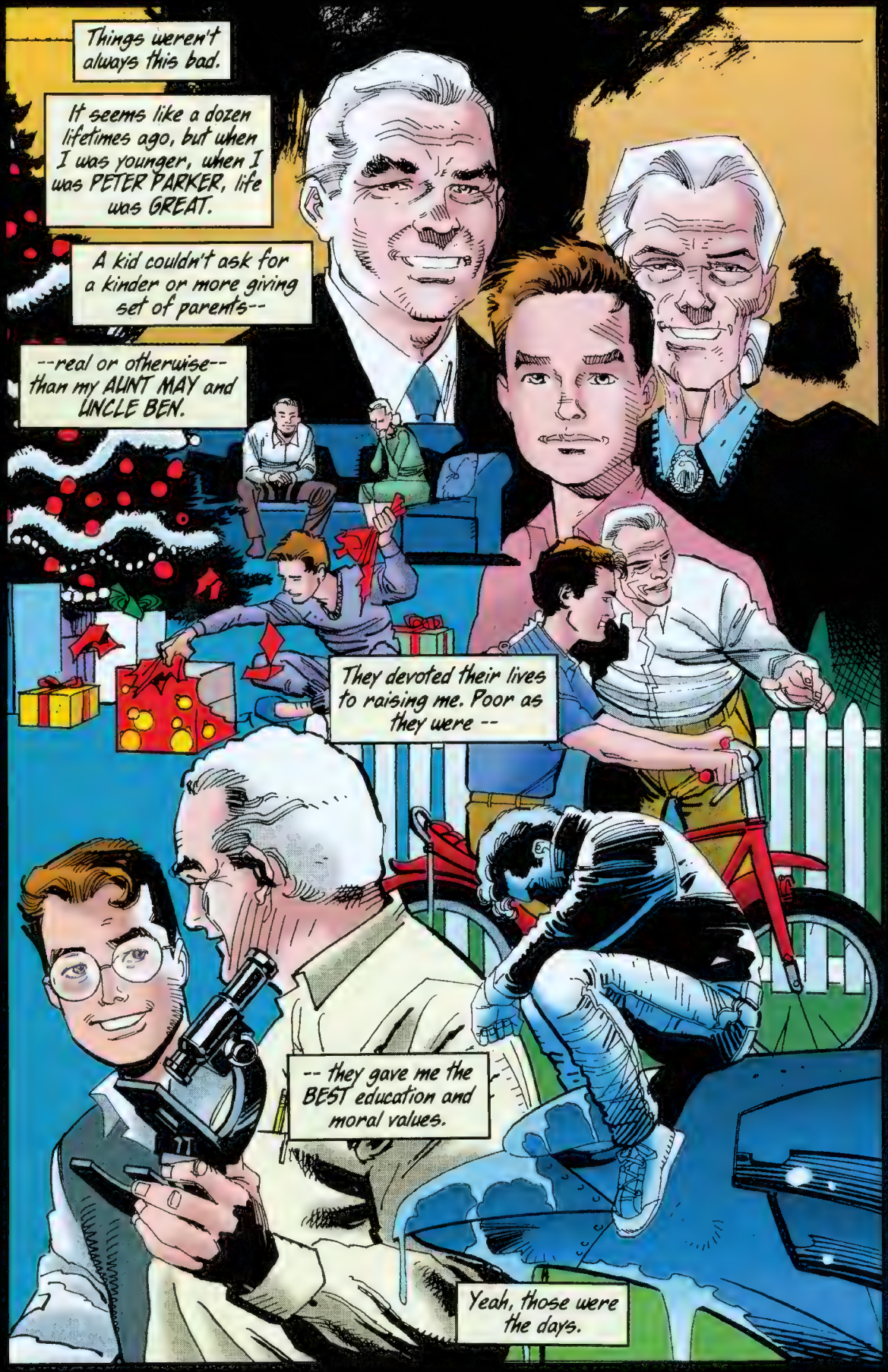
AND, A SHORT WHILE LATER...
"SPIDER-SENSE HAS STOPPED TRYING TO LOBOTOMIZE ME! EVERYTHING IS BACK TO NORMAL--
"--WELL--AS NORMAL AS CAN BE EXPECTED! THERE'S STILL THE DAMAGE THAT OTHER SCARLET SPIDER CAUSED! WHAT A MESS--!"
"NO SIGN OF OCK--
"SHE MUST'VE HAD JUST ENOUGH PRESENCE OF MIND TO HAVE HER ARMS DRAG HER OFF SOMEWHERE TO LICK HER WOUNDS."
"UNH! MUST'VE WORKED--
"AT LEAST I WAS ABLE TO STOP HER FROM MAKING HER REALITY--
THERE HE IS!
GET THE SPIDER!
SCARLET FREAK!
TERRORIST!
MONSTER!
MENACE!
"WHOA! MY ADORING FANS!
"NO, NO! NO NEED TO THANK ME...!"

...MORE AS THE RAMPAGING SCARLET SPIDER CONTINUES ON THIS RED REIGN OF TERROR!
THAT'S IT, SEWARD--I'M KICKED!
TSO IS DEAD, THE APARTMENT IS TOTALLED AND I HAVE NO IDEA WHERE YOUR CONSCIOUSNESS IS.
WE MAY HAVE BEEN ABLE TO STOP OCK FROM MONKEYING WITH THE REALITIES--
--BUT SHE WAS STILL SUCCESSFUL IN DESTROYING THE SCARLET SPIDER! WITH HER DUPLICATE OF ME DOING A GODZILLA ON THE CITY--
--I DON'T SEE HOW I COULD EVEN BEGIN TO SALVAGE SCARLET'S REPUTATION. BUT ALL THIS HAS HELPED ME TO MAKE A DECISION--
--ACTUALLY, IT WAS A PRETTY EASY ONE--
--ONE I THINK I'VE BEEN FIGHTING OFF FOR AWHILE.
OCK WAS ABLE TO RUIN MY REP--MAKE ME OUT TO BE THIS MONSTER--'CAUSE AS SCARLET, I WAS SO NEW ON THE SCENE--
--IT WAS EASY FOR HER TO MAKE THE PUBLIC FEAR ME--HATE ME--BECAUSE THEY REALLY DIDN'T HAVE ANY REASON TO TRUST ME--
--TO HAVE FAITH IN ME AS ONE OF THE GOOD GUYS!
WELL, MAYBE SHE COULD DO THAT TO THE SCARLET SPIDER--BUT SHE COULD NEVER DO IT--
DAILY BUGLE
THE PICTURE NEWSPAPER
SCARLE
TERROR


--TO SPIDER-MAN!!
ONE CHAPTER ENDS--A NEW CHAPTER BEGINS--AS BEN REILLY DONS THE COSTUME HE WAS BORN--BITTEN BY A RADIOACTIVE SPIDER--TO WEAR!!
DON'T MISS--THE SENSATIONAL SPIDER-MAN #0--THE RETURN OF SPIDER-MAN!!
AND BE HERE IN THIRTY AS SPIDEY GOES UP AGAINST THE POWER OF D.K.! 'NUFF SAID!

WIZARD®
MINI-COMIC 3
MARVEL®
SPIDER-MAN GROUP
THE SENSATIONAL
SPIDER-MAN®
EXCLUSIVE SUPPLEMENT TO WIZARD #82

SPIDER-MAN
FOREVER
Another cold, October rain in New York.
What else is new?
The way my life has gone --
-- I've probably got my very own personal rain clouds that follow me like a curse wherever I go.


Things weren't always this bad.
It seems like a dozen lifetimes ago, but when I was younger, when I was PETER PARKER, life was GREAT.
A kid couldn't ask for a kinder or more giving set of parents--
--real or otherwise-- than my AUNT MAY and UNCLE BEN.
They devoted their lives to raising me. Poor as they were --
-- they gave me the BEST education and moral values.
Yeah, those were the days.

But then the CURSE reared its ugly head!
I was still in high school when that blasted irradiated spider BIT me!
I went from being class weakling and egghead --
-- to maybe the most UNIQUE person on earth!
I even invented some wrist bands that could shoot a synthetic web-line --
-- and a costume to match!
Called myself SPIDER-MAN --
-- and figured I could make some money in the entertainment biz to help support us all.

I was a real hotshot all right. Too cool to stop a BURGLAR on the set of a show I appeared on!
Too stupid to do the RIGHT THING.
Later, when my Uncle Ben was murdered and I caught the guy who did it, I saw it was HIM!
The MAN I could have stopped!
That turned out to be the ultimate lesson in responsibility.
And SPIDER-MAN went from showman to HERO.

For the first couple of years, I battled one loony after another. VULTURE, KRAVEN, RHINO, DOC OCK --
--NONE of them could beat me!
But the GREEN GOBLIN forced me to pay the ultimate price--
--when he killed the love of my life -- GWEN STACY!
I should have known then that death would always follow me.
That in some way I was CURSED.

My life went haywire when I discovered the JACKAL had CLONED Gwen and me!
My CLONE -- my identical genetic DUPLICATE --
-- beat me! Thought I was dead and tossed me down a chimney --
-- and carried on my life as PETER PARKER and SPIDER-MAN!
But I SURVIVED! And while he was off knocking heads with the likes of Venom and Carnage...and MARRYING Mary Jane Watson --
-- I spent five lonely years wandering America as BEN REILLY!

When I heard my Aunt May was dying, I was drawn back!
I even helped Spider-Man fight the Jackal and the newspapers gave me the name SCARLET SPIDER!
At first we all thought I was the clone --
--until we discovered otherwise--
--and all our lives were turned upside down again!
For me it was bittersweet. Good to find out I was the real one, but a kick in the butt to find out I'd lost FIVE YEARS!

Peter and Mary Jane left town and I realized that even though I've been gone --
-- New York is HOME.
I've realized other things too. Someone else may live out Peter Parker's life, but there's work to be done.
That ultimate lesson in responsibility is as valid today as when Uncle Ben died.
The world needs HEROES.
There are people who still need HELP.

I can give it to them, and that's not a curse... it's what I'm all about!
Now and forever, I'm the ONE --
-- and ONLY --
SPIDER-MAN
Story and Pencil Art
DAN JURGENS
Finished Ink Art
KLAUS JANSON
Letters
RICHARD STARKINGS AND COMICRAFT
Colors
GREGORY WRIGHT
Editors
MARK BERNARDO & BOB BUDIANSKY
THE ALL-NEW
SPIDER-MAN
DEBUTS IN
SENSATIONAL SPIDER-MAN #0!
ON SALE SOON!

SENSATIONAL SPIDER-MAN #0 NEWSSTAND COVER

When I was a kid, my Aunt May woke me up for school every day by saying --

-- "RISE AND SHINE, PETER! TODAY IS THE FIRST DAY OF THE REST OF YOUR LIFE!"

I guess I always thought it was a corny thing to say.

Until NOW.

Stan Lee Presents:

ULTIMATE Commitment

That's why I'm here.

It seems like a long time since you died, Uncle Ben. And since I spent the last five years on the road --

-- we never got to talk much, Aunt May.

So I've come to talk to you now.

FLOWERS

BEN PA

HE W LOVE

See, I'm living in one of the seediest hotels New York has to offer, nothing is working out --

-- and I'm thinking of becoming SPIDER-MAN again.

Is that nuts or what?

While I was away, I really missed being able to ask your ADVICE.

You were always there for me. Even though you weren't my parents --

-- you gave me as happy a home as any kid ever had!

Sure, I call myself BEN REILLY now, but for MOST of my life, I was PETER PARKER!

That's who I was that OTHER first day.

The day the irradiated SPIDER bit me!

I became SPIDER-MAN! Figured I could be a HOT-SHOT in show biz!

After an appearance, I stood there like a rock while a burglar dodged a cop.

He ended up killing you, Uncle Ben. From that --

-- I learned the greatest lesson any man ever has!

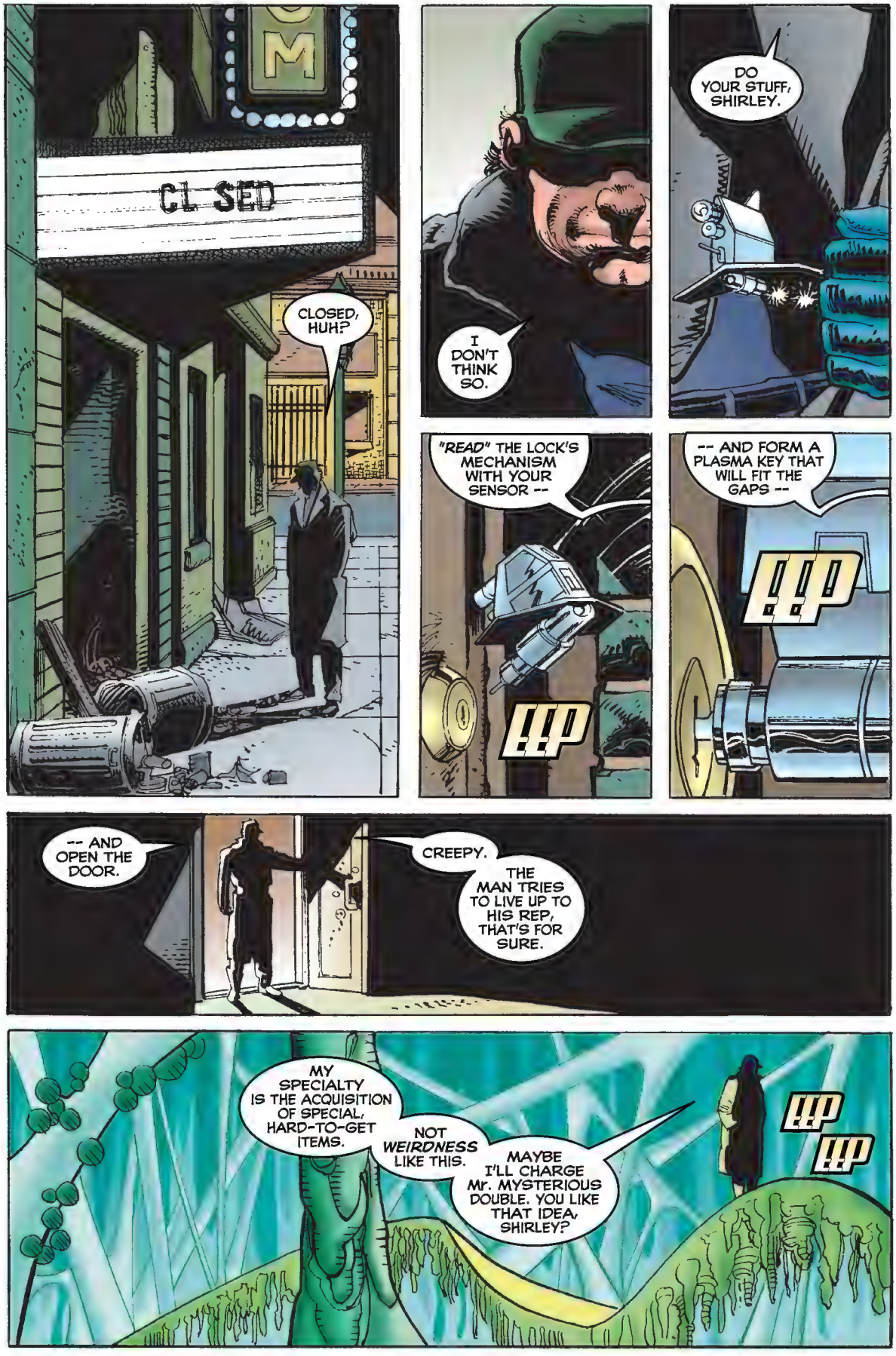
With Great Power comes Great RESPONSIBILITY.
That's why I feel like I have to be SPIDER-MAN again!
It's who I am. I OWE you!
But what if I can't DO it anymore? It's been so long!
And it's not like I've built my life as Ben into a major success!
My job prospects are LOUSY. Heck, I don't even have enough cash to buy a decent bouquet of flowers for your GRAVE! I --
-- WAIT, My SPIDEY-SENSE!
Whenever something is wrong I feel a tingling sense -- THERE!
FLOWERS
KENT
That creep just ripped off that flower vendor!
I watched another THIEF run by me once, and an innocent man paid the ultimate PRICE!
Never again!
NEVER AGAIN!

Even with my lousy luck, if I stick to the trees --
--no one should see me!
I'll just web the crook's feet together and watch him fall on his face!
When the vendor catches up to him HE can deal with HIM! Here goes --
NOTHING?!
I'm out of WEB FLUID?!
What was that I said about LOUSY LUCK?
I'll have to do this like any other Joe!
JHF!
WHAT THE --

IF YOU'RE SMART, AND I DOUBT YOU ARE, YOU WON'T MAKE A FIGHT OF THIS!
STOP!
NO, MAN, I --
YOU WANT ME TO CALL THE POLICE?
COPS TOO GOOD FOR THIS CREEP! I CALL MY BROTHER VITO --
-- AND HE BREAK YOUR KNEES!
HEY, MAN, IT WAS JUST A JOKE, Y'KNOW? NO BIG DEAL!
THANKS, MISTER! IF YOU EVER NEED FLOWERS --
-- YOU GO TO MY BROTHER VITO'S SHOP ON 47TH, OKAY?
GOT IT!
PETER? PETER PARKER, IS THAT YOU?
Oh, NO! MAJOR complication! Mary Jane's aunt --
-- ANNA WATSON?!
PETER, I HARDLY RECONGIZED YOU WITH THAT LONG HAIR AND SCRUFFY BEARD!
WHERE'S MARY JANE? IS SHE HERE WITH YOU?
UM... NO, SHE'S BACK HOME IN PORTLAND TAKING CARE OF HERSELF!*
* FOR MORE ON MARY JANE AND PETER PARKER'S WHEREABOUTS, SEE SPIDER-MAN: THE FINAL ADVENTURE LIMITED SERIES, ON SALE NOW. – Bob

This is TERRIBLE! She doesn't have any idea of who Ben Reilly is, so I better play this out as Peter!
I JUST CAME INTO THE CITY TO FINISH UP SOME OLD BUSINESS AT THE BUGLE OFFICES --
-- AND DECIDED TO STOP BY AND PAY MY RESPECTS!
OF COURSE. I'M SURE YOU MISS POOR MAY FAR MORE THAN I DO.
YEAH, SHE WAS A GREAT LADY. AND SHE LOVED YOU A GREAT DEAL.
JUST LIKE I DO FOR BEING SUCH A GREAT FRIEND TO HER.
PETER, I'VE KNOWN YOU SINCE YOU WERE JUST A BOY. THAT HAIR OF YOURS AND THOSE... TATTERED CLOTHES...
PETER, IF THERE'S ANYTHING WRONG I WANT YOU TO TELL ME. I WANT TO HELP.
ARE YOU KIDDING? EVERYTHING'S GREAT! COULDN'T BE BETTER!
IF YOU SAY SO.
HEY, I'VE GOT A BUS TO CATCH! DON'T WORRY ABOUT ME OR YOUR NIECE! 'BYE, ANNA!
Feel like a real CREEP lying to Anna Watson that way, but what else could I do?
It's gonna be hard to keep things like this from happening as long as I look just like Peter.

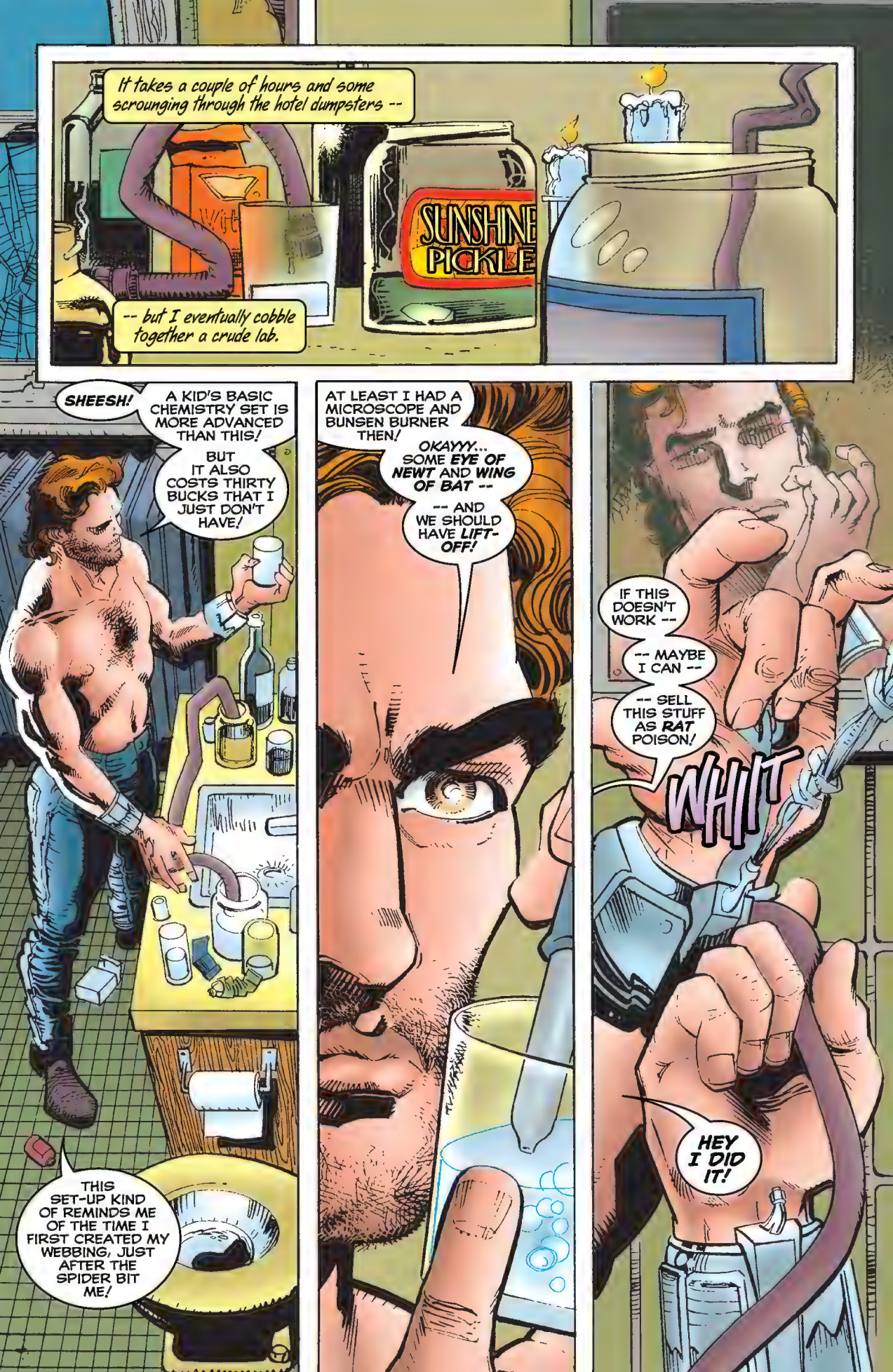
What am I saying? I'M Peter!
Or at least I used to be -- before Jackal cloned me and created a genetic duplicate of Peter Parker!
He orchestrated a fight between two Spider-Men and the phony won!
Wrapped me in a sheet and tossed me down a smokestack!
The clone assumed my life as Peter... thought he was the real thing --
-- while I hit the road for five years!
I came back to town as the SCARLET SPIDER when I heard Aunt May was sick!
And, wonder of wonders --
-- we even found out I was the authentic, 100% real deal!
Mary Jane and Peter -- MY CLONE -- took off to live happily ever after, which leaves me --
-- more CONFUSED than ever!

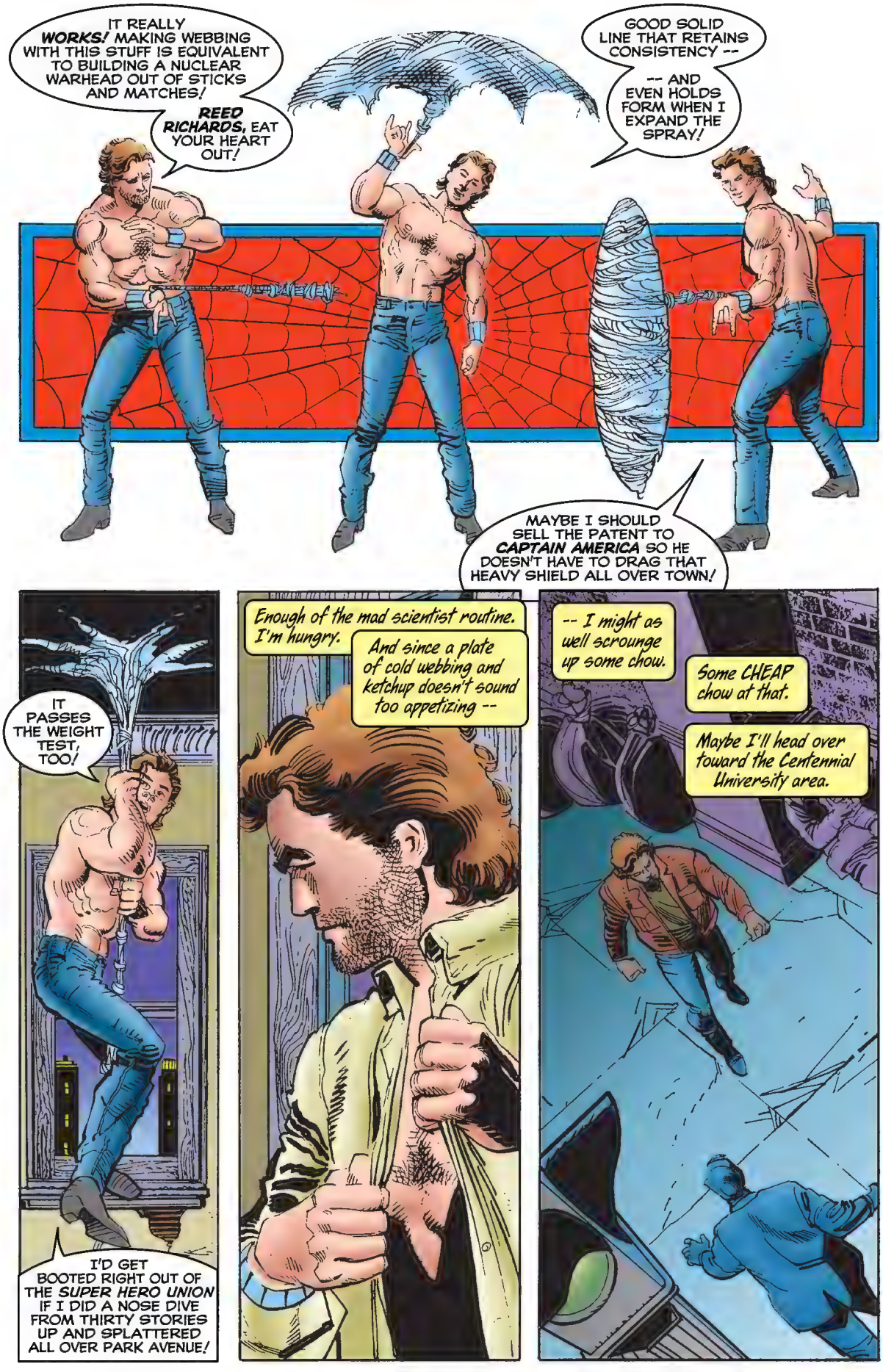

CL SED
CLOSED, HUH?
I DON'T THINK SO.
DO YOUR STUFF, SHIRLEY.
"READ" THE LOCK'S MECHANISM WITH YOUR SENSOR --
-- AND FORM A PLASMA KEY THAT WILL FIT THE GAPS --
-- AND OPEN THE DOOR.
CREEPY.
THE MAN TRIES TO LIVE UP TO HIS REP, THAT'S FOR SURE.
MY SPECIALTY IS THE ACQUISITION OF SPECIAL, HARD-TO-GET ITEMS.
NOT *WEIRDNESS* LIKE THIS.
MAYBE I'LL CHARGE Mr. MYSTERIOUS DOUBLE. YOU LIKE THAT IDEA, SHIRLEY?

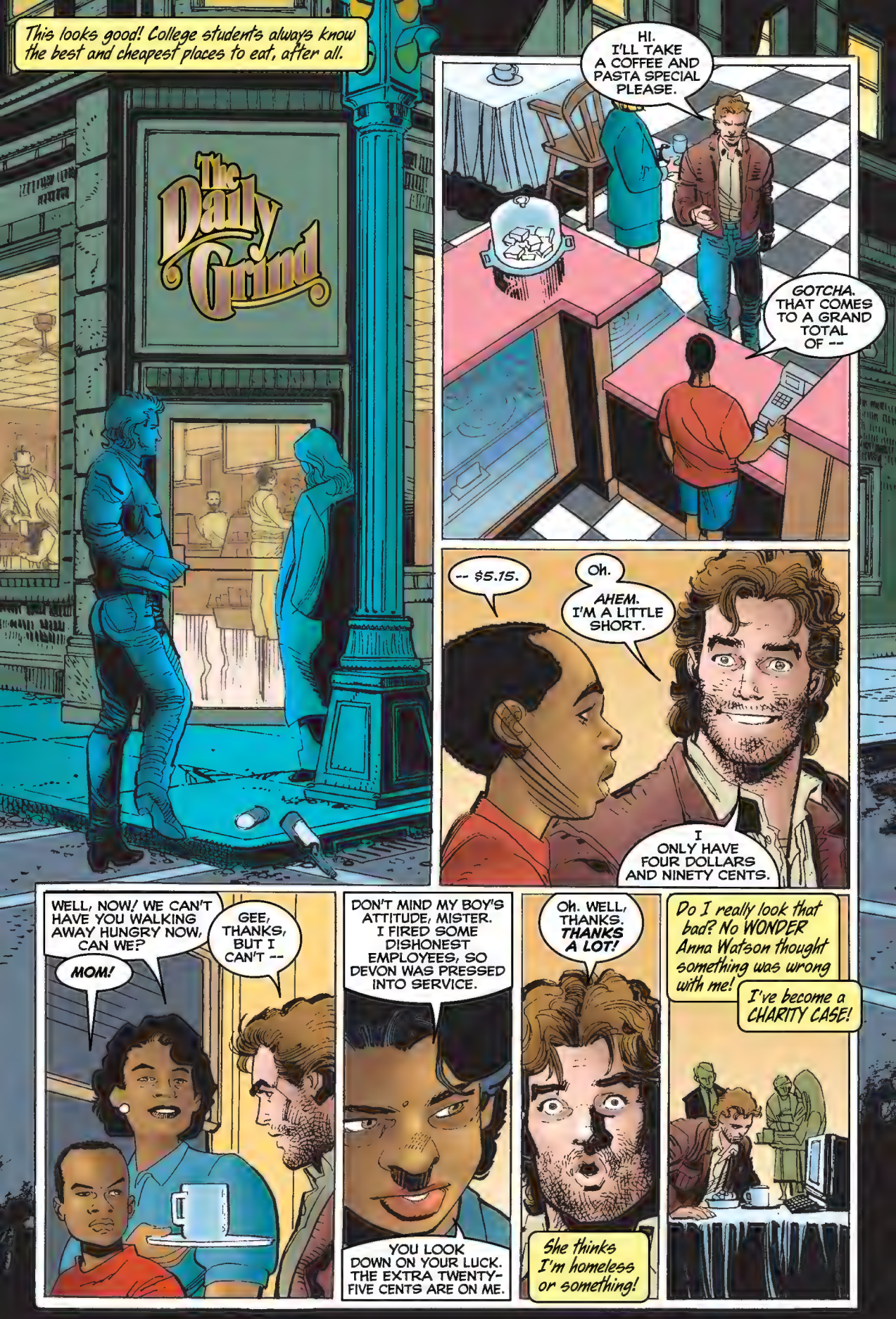
I SHALL PAY ONLY THE AGREED-UPON PRICE, ARMADA!
HEY! DOUSE THE LIGHTS, WILL YA?
I THINK NOT. I THINK YOU SHOULD UNDERSTAND OUR WORKING ARRANGEMENT BEFORE WE PROCEED!
OKAY, OKAY! I WON'T DOUBLE MY PRICE!
WHAT IS IT YOU WANT ME TO ACQUIRE, ANYWAY?
THERE IS A VERY SPECIAL DEVICE IN THE MAIN DEVELOPMENT LABORATORY OF THE NEURAL PORT COMPLEX.
IT IS CALLED THE D.I.T-CHIP.
I WANT YOU TO BRING IT TO ME.
THE NEURAL PORT COMPLEX? THAT'S RIGHT NEXT TO CENTENNIAL UNIVERSITY, RIGHT?
SECURITY THERE IS TIGHTER THAN FORT KNOX!
YOU ARE REPUTED TO BE THE FINEST CORPORATE THIEF THERE IS, ARMADA.
FEW EVEN KNOW OF YOUR EXISTENCE. IF YOU CANNOT HANDLE THIS...
I'LL GET IT! DON'T WORRY YOUR PRECIOUS LITTLE HEAD ONE BIT!
EXCELLENT. FOR ONCE I HAVE THE D.I.T-CHIP --
-- I SHALL FINALLY HAVE THAT WHICH I HAVE CRAVED SO LONG!

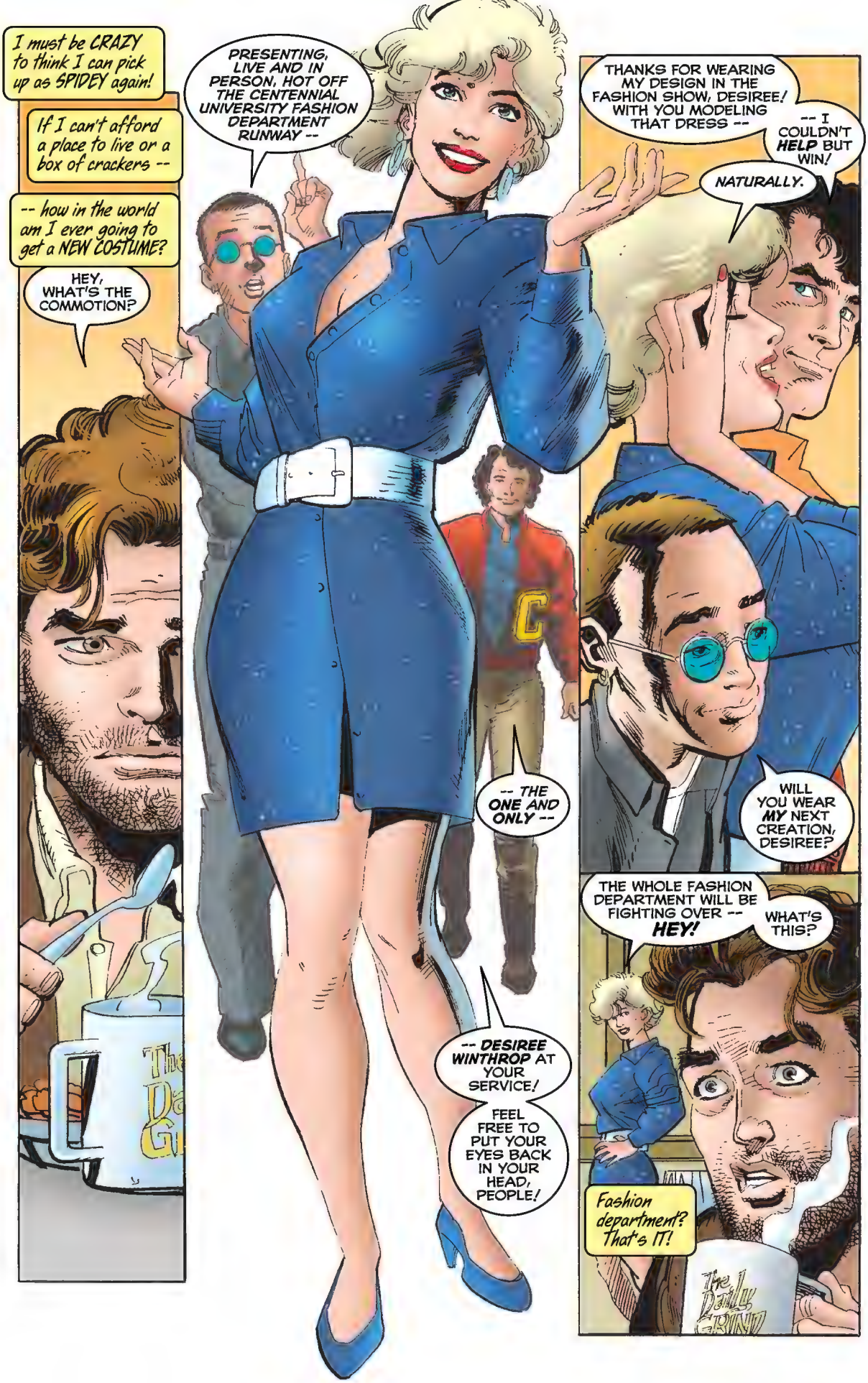
Okay, I have no money, no web fluid and no costume --
-- and a desire to be Spidey again. Talk about a PROBLEM!
Too bad I don't have access to Seward Trainer's lab anymore so I could deal with this!
I don't dare sneak into the labs at ESU for fear of running into someone who would recognize me as Peter!
Have to scratch this together somehow... without benefit of a real lab or chemicals!
Fortunately, my neighborhood pharmacy --
-- should have enough household items that I can buy off the shelf and turn into web fluid!
Kind of reminds me of the way I FIRST made my web fluid!
THAT'LL BE $16.50.
WHOA!
Man, this is gonna leave me with less than five bucks in my pocket!
I wonder if I can make edible webbing?
ROOMS BY THE DAY, HOUR OR WEE
The way things are going, it's all I'll be able to afford!

BEDDING CHANGED WEEKLY
Guests MUST Sign In
REILLY! IF YOU WANNA BE STAYIN' HERE AFTER NOON TOMORROW YOU GOTTA GIVE ME A WEEK'S DEPOSIT!
NO PROBLEM! WILL A WARM SMILE AND CHEERY DISPOSITION BE ENOUGH?
CASH, REILLY! IF YOU AIN'T GOT IT -- PACK YER STUFF!
WHATEVER YOU SAY! I SURE WOULDN'T WANT TO LOSE MY SUITE AT THE RITZ!
Right.
Oh, at least I'll be able to web up a mattress for a park bench.
This really BLOWS.
Why doesn't the guy in the blue suit and red cape have these problems?


It takes a couple of hours and some scrounging through the hotel dumpsters --
SUNSHINE PICKLE
-- but I eventually cobble together a crude lab.
SHEESH!
A KID'S BASIC CHEMISTRY SET IS MORE ADVANCED THAN THIS!
BUT IT ALSO COSTS THIRTY BUCKS THAT I JUST DON'T HAVE!
THIS SET-UP KIND OF REMINDS ME OF THE TIME I FIRST CREATED MY WEBBING, JUST AFTER THE SPIDER BIT ME!
AT LEAST I HAD A MICROSCOPE AND BUNSEN BURNER THEN!
OKAYYY... SOME EYE OF NEWT AND WING OF BAT --
-- AND WE SHOULD HAVE LIFT-OFF!
IF THIS DOESN'T WORK --
-- MAYBE I CAN --
-- SELL THIS STUFF AS RAT POISON!
WHIT
HEY I DID IT!


IT REALLY WORKS! MAKING WEBBING WITH THIS STUFF IS EQUIVALENT TO BUILDING A NUCLEAR WARHEAD OUT OF STICKS AND MATCHES!
REED RICHARDS, EAT YOUR HEART OUT!
GOOD SOLID LINE THAT RETAINS CONSISTENCY --
-- AND EVEN HOLDS FORM WHEN I EXPAND THE SPRAY!
MAYBE I SHOULD SELL THE PATENT TO CAPTAIN AMERICA SO HE DOESN'T HAVE TO DRAG THAT HEAVY SHIELD ALL OVER TOWN!
IT PASSES THE WEIGHT TEST, TOO!
I'D GET BOOTED RIGHT OUT OF THE SUPER HERO UNION IF I DID A NOSE DIVE FROM THIRTY STORIES UP AND SPLATTERED ALL OVER PARK AVENUE!
Enough of the mad scientist routine. I'm hungry.
And since a plate of cold webbing and ketchup doesn't sound too appetizing --
-- I might as well scrounge up some chow.
Some CHEAP chow at that.
Maybe I'll head over toward the Centennial University area.


This looks good! College student's always know the best and cheapest places to eat, after all.
The Daily Grind
HI. I'LL TAKE A COFFEE AND PASTA SPECIAL PLEASE.
GOTCHA. THAT COMES TO A GRAND TOTAL OF --
-- $5.15.
Oh. AHEM. I'M A LITTLE SHORT.
I ONLY HAVE FOUR DOLLARS AND NINETY CENTS.
WELL, NOW! WE CAN'T HAVE YOU WALKING AWAY HUNGRY NOW, CAN WE?
MOM!
GEE, THANKS, BUT I CAN'T --
DON'T MIND MY BOY'S ATTITUDE, MISTER. I FIRED SOME DISHONEST EMPLOYEES, SO DEVON WAS PRESSED INTO SERVICE.
YOU LOOK DOWN ON YOUR LUCK. THE EXTRA TWENTY-FIVE CENTS ARE ON ME.
Oh. WELL, THANKS. THANKS A LOT!
She thinks I'm homeless or something!
Do I really look that bad? No WONDER Anna Watson thought something was wrong with me!
I've become a CHARITY CASE!


I must be CRAZY to think I can pick up as SPIDEY again!
If I can't afford a place to live or a box of crackers --
-- how in the world am I ever going to get a NEW COSTUME?
HEY, WHAT'S THE COMMOTION?
PRESENTING, LIVE AND IN PERSON, HOT OFF THE CENTENNIAL UNIVERSITY FASHION DEPARTMENT RUNWAY --
-- THE ONE AND ONLY --
-- DESIREE WINTHROP AT YOUR SERVICE!
FEEL FREE TO PUT YOUR EYES BACK IN YOUR HEAD, PEOPLE!
THANKS FOR WEARING MY DESIGN IN THE FASHION SHOW, DESIREE! WITH YOU MODELING THAT DRESS --
-- I COULDN'T HELP BUT WIN!
NATURALLY.
WILL YOU WEAR MY NEXT CREATION, DESIREE?
THE WHOLE FASHION DEPARTMENT WILL BE FIGHTING OVER -- HEY!
WHAT'S THIS?
Fashion department? That's IT!
The Daily Bugle

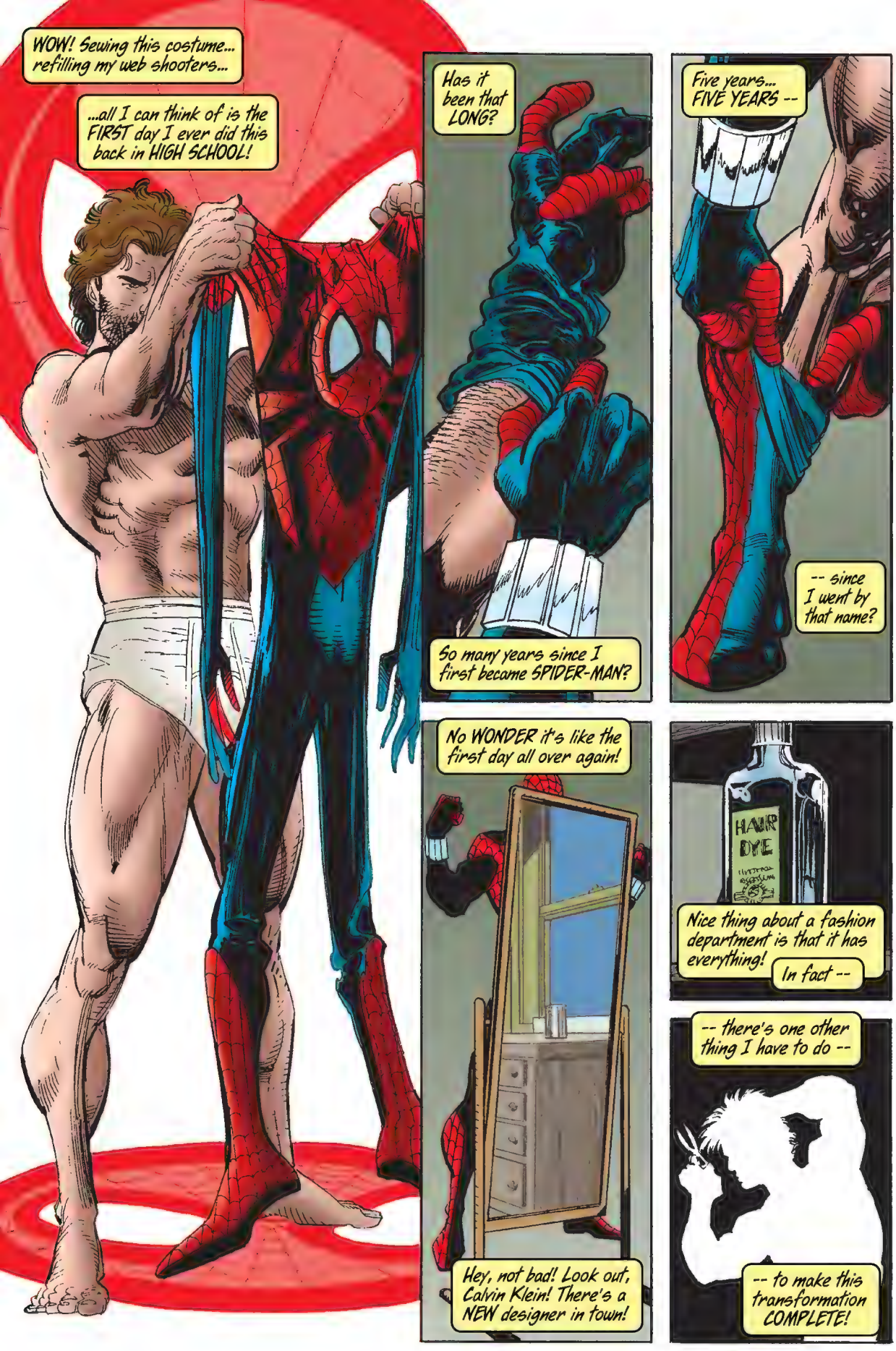
LOOK, I KNOW YOU'RE OBVIOUSLY A STRANGER HERE AND ALL --
-- BUT THAT'S, LIKE, MY TABLE YOU'RE SITTING AT?
HUH?
LIKE, THE WHOLE WORLD KNOWS I COME HERE EVERY-DAY AND SIT AT THAT TABLE!
I SEE...
GOOD. THEN IF YOU'LL BE SO KIND AS TO TOODLE OFF TO ANOTHER TABLE --
-- WE WON'T HAVE A PROBLEM!
PLEASE?
NO SWEAT. I'M DONE ANYWAY. ENJOY YOUR TABLE AND... CONGRATULATIONS ON WINNING!
WHY, THANK YEWW!
TODAY'S SPECIAL
THAT WAS NICE OF YOU, GIVING UP THAT TABLE AND ALL. I APPRECIATE IT!
MY PLEASURE! AND THANKS AGAIN FOR YOUR KIND-NESS!
I'LL PAY YOU BACK. I PROMISE!
The Daily Grind
The FASHION DEPARTMENT! The perfect place for a costume --

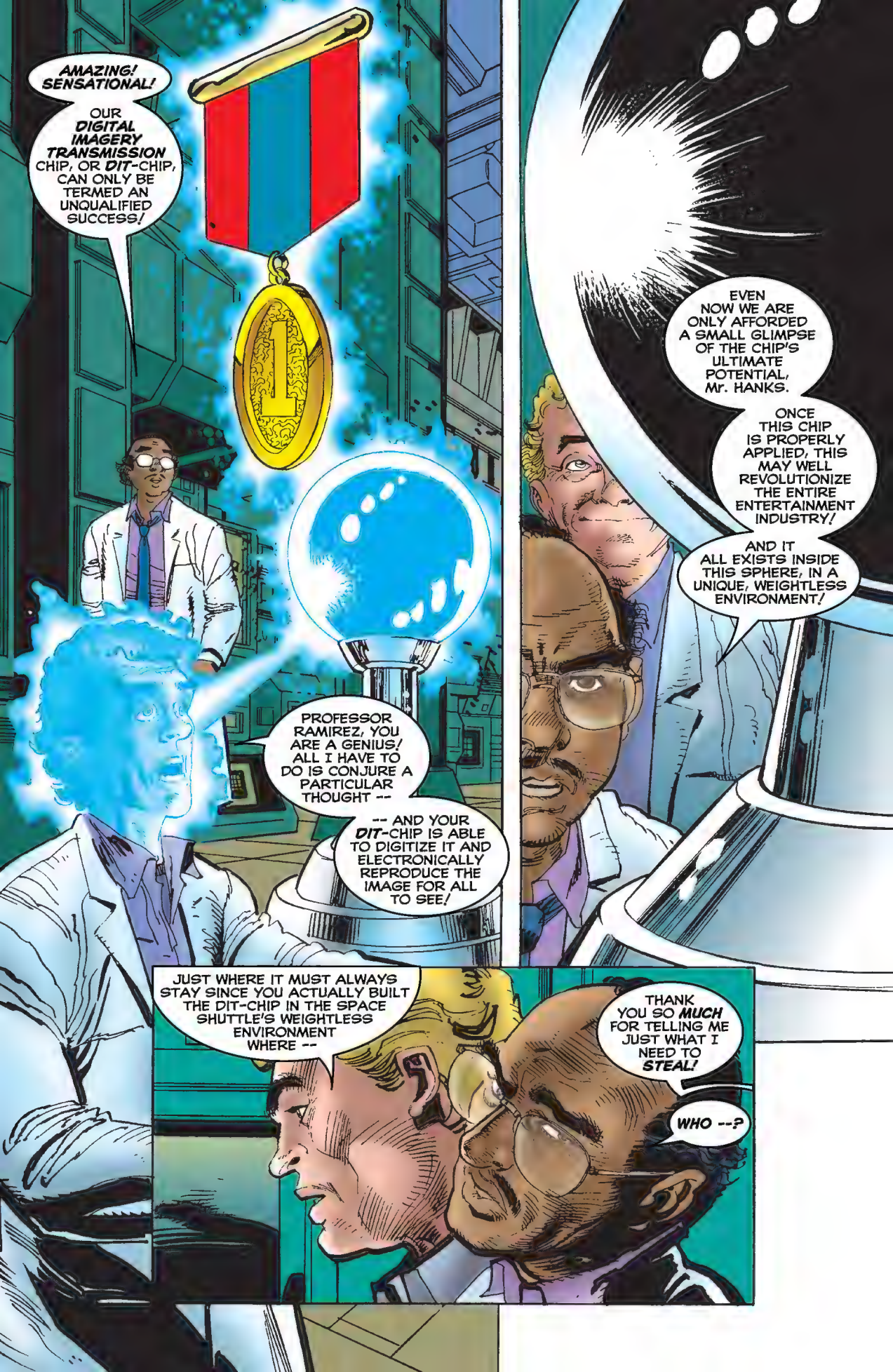
-- and the University is nearby, too. Right across the street from --
-- THE NEURAL PORT COMPLEX!
BEEP EEP
BEEP EEP
CHOK CHOK
ZZZAKT
EXCELLENT WORK, MY PETS.
THE DEFENSE SCREEN IS IMMOBILIZED!
NEURAL PORT COMPLEX

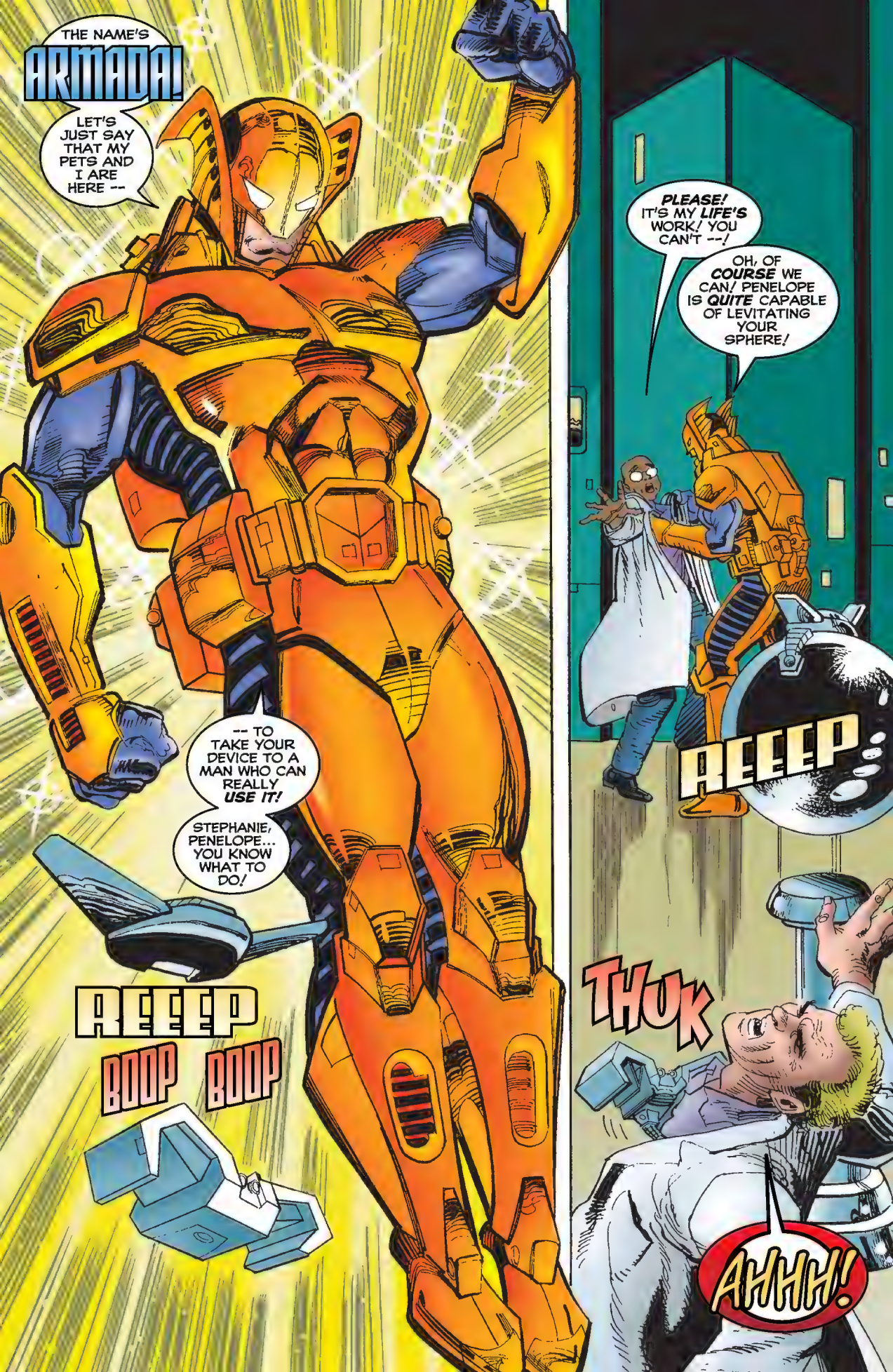
I never realized CENTENNIAL was so BIG!
BINGO!
No way that I'll swipe any good fabric, but I know enough about fashion shows --
I've poked my head into two dozen windows and still haven't found the fashion department!
-- to know there's always a DISCARD bin for fabric remains!
Look out, world! SPIDER-MAN is going to FLY again!
Or is that SWING?
RAG BAG

The big question is, do I go with the old, classic look?
Or try something NEW and DARING?
Nah. A CAPE doesn't cut it.
No. Too X-MEN.
Too ASGARDIAN.
TOO UGLY!
This is going to be harder than I thought!

HEY, EARL/ OUR FIRST PERIMETER DEFENSE SCREEN IS ON THE BLINK/
CAN YOU TAKE A LOOK?
NO PROBLEM, REYNOLDS/ NO ONE HAS EVER BROKEN INTO THE NEURAL PORT COMPLEX --
-- AND THEY WON'T START NOW!
PROBABLY JUST AN ELECTRICAL SHORT THAT --
SPAK
ZZZAKT
WELL DONE, TRICIA/ YOU ARE EFFICIENT AS EVER/


WOW! Sewing this costume... refilling my web shooters...
...all I can think of is the FIRST day I ever did this back in HIGH SCHOOL!
Has it been that LONG?
So many years since I first became SPIDER-MAN?
Five years... FIVE YEARS --
-- since I went by that name?
No WONDER it's like the first day all over again!
Hey, not bad! Look out, Calvin Klein! There's a NEW designer in town!
HAIR DYE
Nice thing about a fashion department is that it has everything!
In fact --
-- there's one other thing I have to do --
-- to make this transformation COMPLETE!


AMAZING! SENSATIONAL!
OUR DIGITAL IMAGERY TRANSMISSION CHIP, OR DIT-CHIP, CAN ONLY BE TERMED AN UNQUALIFIED SUCCESS!
PROFESSOR RAMIREZ, YOU ARE A GENIUS! ALL I HAVE TO DO IS CONJURE A PARTICULAR THOUGHT --
-- AND YOUR DIT-CHIP IS ABLE TO DIGITIZE IT AND ELECTRONICALLY REPRODUCE THE IMAGE FOR ALL TO SEE!
EVEN NOW WE ARE ONLY AFFORDED A SMALL GLIMPSE OF THE CHIP'S ULTIMATE POTENTIAL, Mr. HANKS.
ONCE THIS CHIP IS PROPERLY APPLIED, THIS MAY WELL REVOLUTIONIZE THE ENTIRE ENTERTAINMENT INDUSTRY!
AND IT ALL EXISTS INSIDE THIS SPHERE, IN A UNIQUE, WEIGHTLESS ENVIRONMENT!
JUST WHERE IT MUST ALWAYS STAY SINCE YOU ACTUALLY BUILT THE DIT-CHIP IN THE SPACE SHUTTLE'S WEIGHTLESS ENVIRONMENT WHERE --
THANK YOU SO MUCH FOR TELLING ME JUST WHAT I NEED TO STEAL!
WHO --?


THE NAME'S ARMADA!
LET'S JUST SAY THAT MY PETS AND I ARE HERE --
-- TO TAKE YOUR DEVICE TO A MAN WHO CAN REALLY USE IT!
STEPHANIE, PENELOPE... YOU KNOW WHAT TO DO!
REEEP
BOOP BOOP
PLEASE! IT'S MY LIFE'S WORK! YOU CAN'T --!
OH, OF COURSE WE CAN! PENELOPE IS QUITE CAPABLE OF LEVITATING YOUR SPHERE!
REEEP
THUK
AHHH!

Okayyy...so I've passed the super hero FASHION test!
Now I gotta worry about PERFORMANCE!
'Cuz in this game, it's not how good you LOOK --
THWIP
-- but how well you do the job!
WHIPPT
THWAP
Long range shot -- NO PROBLEM!
Here goes!
Look out, New York!

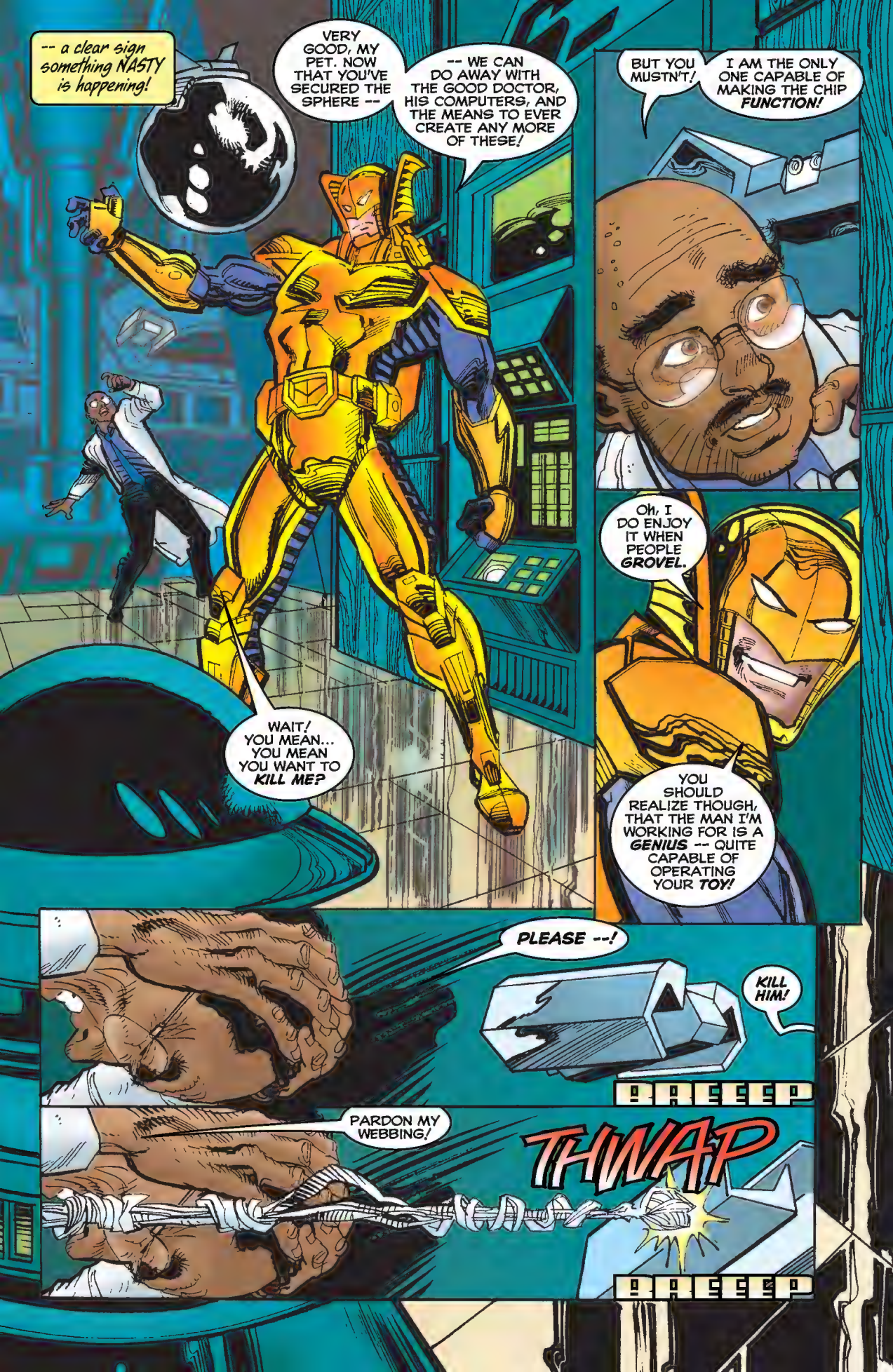
YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN

IS BACK!

YEE HAHHH!

THIS IS GREAT! I'D FORGOTTEN WHAT IT FELT LIKE TO SWING THROUGH THE CITY --
-- WITHOUT MY SCARLET SPIDER SWEAT-SHIRT FLAPPING IN THE BREEZE!
WENDALL -- LOOK!
HUH? LOOK AT WHAT?
UP THERE! IS THAT WHO I THINK IT IS?
THE THREADS LOOK A LITTLE DIFFERENT, BUT I THINK YOU'RE RIGHT, JESSICA!
I KNEW IT! IT'S HIM!
SPIDER-MAN!
AFTER ALL THIS TIME...
...I WAS BEGINNING TO THINK I'D NEVER GET THE CHANCE!
SEE YA LATER! I HAVE TO GET MY CAMERA!
CAMERA?! WHAT FOR? JESSICA!
JESSICA?
SUBWAY

UH-OH! Spider-sense is tingling!
Can't pin it down exactly... but whenever there's trouble around --
-- or some kind of THREAT --
-- it alerts me like a three alarm fire!
That girl taking my picture? That couldn't be the problem!
Smile for the camera, Ben! Maybe she can get you the cover of the next GQ super hero special!
If she's not the problem --
-- then it must be coming from INSIDE this building!
Hey! I'm in the NEURAL PORT COMPLEX!
This DEFINITELY smells like BAD NEWS!
Next to Stark Enterprises, this place has one of the toughest security systems going!
Looks like it's been disabled --


-- a clear sign something NASTY is happening!
VERY GOOD, MY PET. NOW THAT YOU'VE SECURED THE SPHERE --
-- WE CAN DO AWAY WITH THE GOOD DOCTOR, HIS COMPUTERS, AND THE MEANS TO EVER CREATE ANY MORE OF THESE!
BUT YOU MUSTN'T!
I AM THE ONLY ONE CAPABLE OF MAKING THE CHIP FUNCTION!
WAIT! YOU MEAN... YOU MEAN YOU WANT TO KILL ME?
Oh, I DO ENJOY IT WHEN PEOPLE GROVEL.
YOU SHOULD REALIZE THOUGH, THAT THE MAN I'M WORKING FOR IS A GENIUS -- QUITE CAPABLE OF OPERATING YOUR TOY!
PLEASE --!
KILL HIM!
PARDON MY WEBBING!
THWAP
PAGEEP
PAGEEP

OKAY, LET'S GET THE PRELIMINARIES OUT OF THE WAY!
YOU SAY, "IT'S SPIDER-MAN!"
AND I SAY SOMETHING LIKE, "THAT'S AN INSULT! IT'S AMAZING, SPECTACULAR, SENSATIONAL SPIDER-MAN TO YOU!"
OR SPIDEY FOR SHORT, BUT THAT'S ONLY TO MY FRIENDS!
THAT MAN! YOU HAVE TO STOP HIM FROM STEALING THAT CHIP!
I ASSUME YOU'RE TALKING ABOUT SOMETHING MORE VALUABLE THAN POTATO CHIPS HERE!
ANNOYING INSECT!
I'VE ALWAYS DREAMED OF THE DAY WHEN I MIGHT FACE AN ADVERSARY WORTHY OF MY TALENTS!
ATTACK HIM, GIRLS! SHOW HIM WHAT IT'S LIKE TO DIE AT THE HANDS OF --
--ARMADA!

ARMADA? WHAT KINDA CORNBALL NAME IS THAT?
I MEAN, MOST BAD GUYS DON'T NAME THEMSELVES AFTER THE TOY BOATS IN THEIR BATHTUB!
SPLOW
REEP
WHOA!
THESE SUCKERS MAY LOOK MORE HARMLESS THAN FLYING TOASTERS --
-- BUT THOSE BLASTS HURT!
AND THEY'RE SO FAST THAT EVEN I CAN HARDLY LAY A FINGER ON THEM!
REEP
SPTOWW
SO INSTEAD OF A FINGER, I'LL BAG THEM IN A WEB-NET THAT CAN --
SQUIT
SQUIT
SQUIT?!
MY WEB-SHOOTERS ARE JAMMED!

SO WHO NEEDS A WEBLINE WHEN YOU'VE GOT 100% AUTHENTIC SPIDER-STRENGTH?
SHEEE
FOFT
TSSS
DIANE?
YOU KILLED HER! YOU KILLED HER!
OH, MY GOD...
HEY! WHAT'RE YOU --? PUT ME DOWN!
MAJOR WEIRDNESS!
SOUNDS LIKE HE HAS SOME KIND OF EMOTIONAL ATTACHMENT TO HIS GIZMOS!
CAN'T LET HIM GET AWAY! HAVE TO UNCLOG THIS WEB JAM --

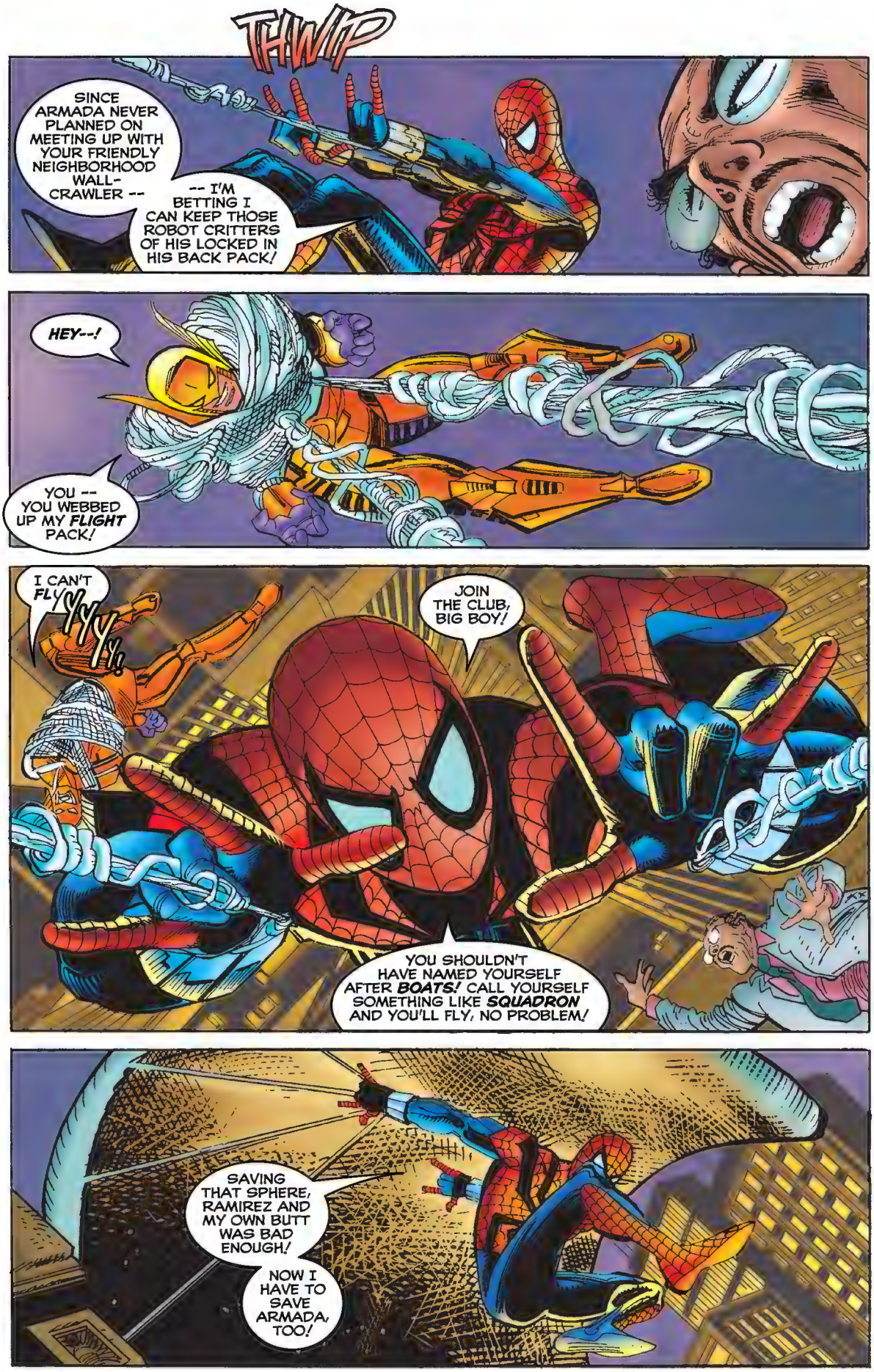
-- AND FIRE AWAY!
THWIP
NOW THAT'S MORE LIKE IT!
THWAP
TIME FOR THIS LITTLE SPIDER TO HITCH A FREE RIDE!
SPIDER-MAN.
AT LAST.
I'VE DREAMED OF THIS DAY FOR SO LONG...

SPIDER-MAN! YOU MURDERING FOOL!
SO I BROKE ONE OF YOUR FLYING IRONS! WHAT'S THE BIG DEAL?
SHOW HIM, ELIZABETH!
BAEEEP
SWIKT
OOPS.
IF I'M GOING, ARMADA, OLD BOY --
-- I'M TAKING YOUR PRECIOUS TREASURE WITH ME!
THWIP
THWAP
THEN YOU CAN TAKE THE GOOD DOCTOR WITH YOU AS WELL!
HELP!
Will someone please tell me WHY I ever wanted to be Spider-Man again?

THWIP
THWAP
I MEAN, WHY DIDN'T I DECIDE TO DO SOMETHING SAFER?
IF I WANTED THRILLS AND DANGER AND LOTS OF RAMPANT VIOLENCE --
-- I COULDA BEEN A POSTAL WORKER!
HECK, THE AVENGERS GET PAID FOR PLAYING HERO!
ME, I'D SETTLE FOR A COUPLE OF COFFEE BREAKS A DAY!
HELLP!
HANG ON, DOC! ONCE I GET THIS WEB HARNESS RIGGED UP --

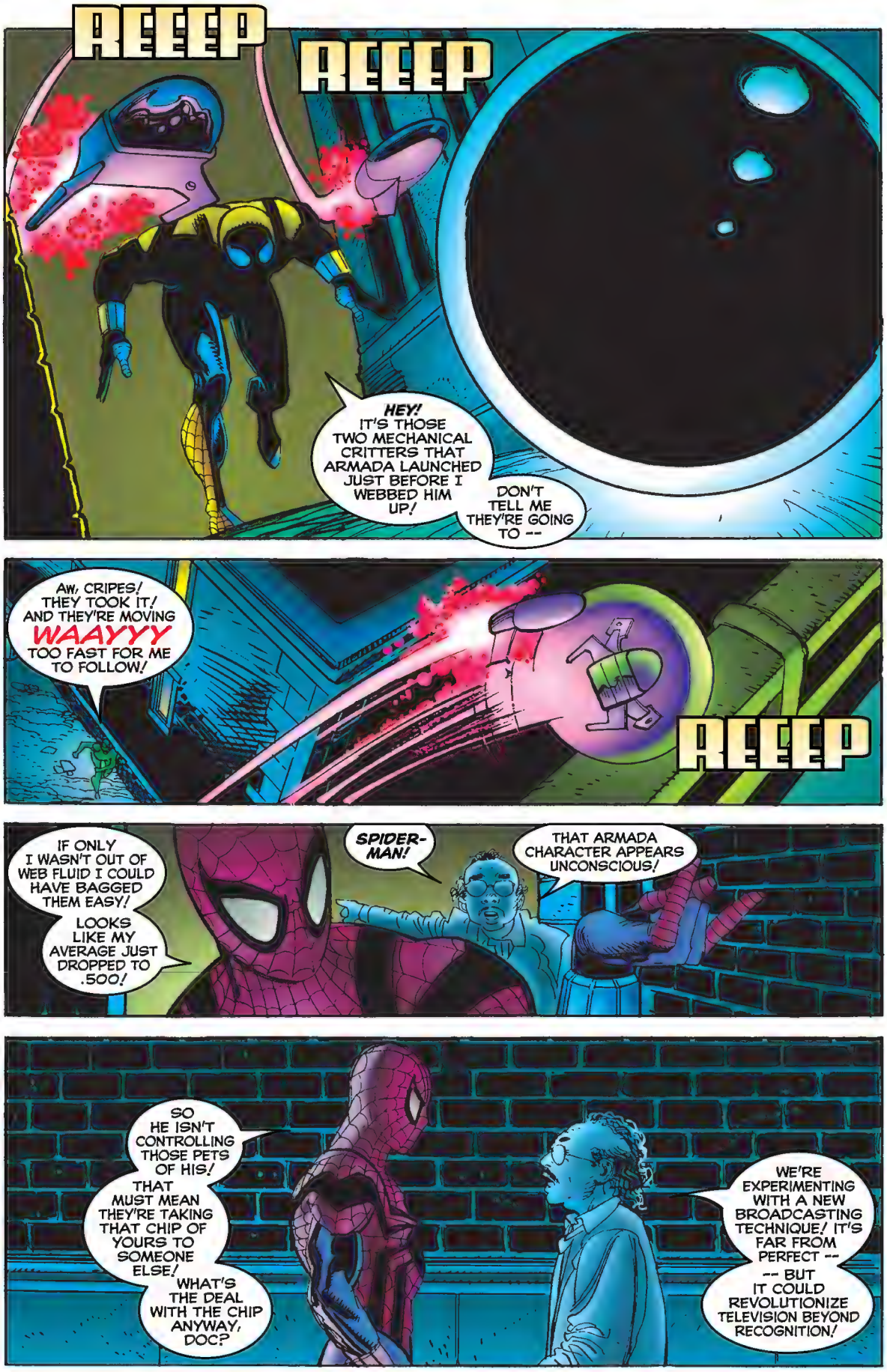
-- WE'LL ALL BE SAFE!
GIVE ME THAT SPHERE!
ARMADA! LET GO, YOU IDIOT!
THAT ARMOR OF YOURS LOOKS REAL HEAVY--

-- AND I'M NOT SURE MY WEBBING CAN SUPPORT ALL THIS WEIGHT!
SNAP
uh-oh...
TROUBLES?
NOT A ONE! WHY DO YOU ASK?
I HATE COCKY GUYS!
GET HIM, SWEETS! REMEMBER WHAT HE DID TO YOUR SISTER!
I GOT ENOUGH TROUBLES WITHOUT DEALING WITH A BUNCH OF MECHANICAL MOSQUITOES!
SPIDER-MANNN!
HANG ON TO YOUR BIFOCALS, DOC! I GOTTA TAKE CARE OF THE SPANISH ARMADA UP THERE OR WE'LL NEVER SURVIVE THIS FALL!


THWIP
SINCE ARMADA NEVER PLANNED ON MEETING UP WITH YOUR FRIENDLY NEIGHBORHOOD WALL-CRAWLER --
-- I'M BETTING I CAN KEEP THOSE ROBOT CRITTERS OF HIS LOCKED IN HIS BACK PACK!
HEY--!
YOU -- YOU WEBBED UP MY FLIGHT PACK!
I CAN'T FLY
YYYY!
JOIN THE CLUB, BIG BOY!
YOU SHOULDN'T HAVE NAMED YOURSELF AFTER BOATS! CALL YOURSELF SOMETHING LIKE SQUADRON AND YOU'LL FLY, NO PROBLEM!
SAVING THAT SPHERE, RAMIREZ AND MY OWN BUTT WAS BAD ENOUGH!
NOW I HAVE TO SAVE ARMADA, TOO!

I CAN BUY TIME WITH THIS PARACHUTE, BUT SINCE MY WEBBING WON'T SUPPORT US ALL --
-- I'LL HAVE TO COME UP WITH SOMETHING ELSE!
THWIP
THWIP
ONE *CHANCE!* NOT MUCH TIME... AND I'M NEARLY OUT OF WEB FLUID --
-- BUT I'VE GOTTA TRY!
THWIP
PPPTTFPPP
THAT'S IT! MY WEB SHOOTERS ARE *DRAINED!*
NEXT TIME I'M GONNA CARRY A COUPLE SIX-PACKS FULL!

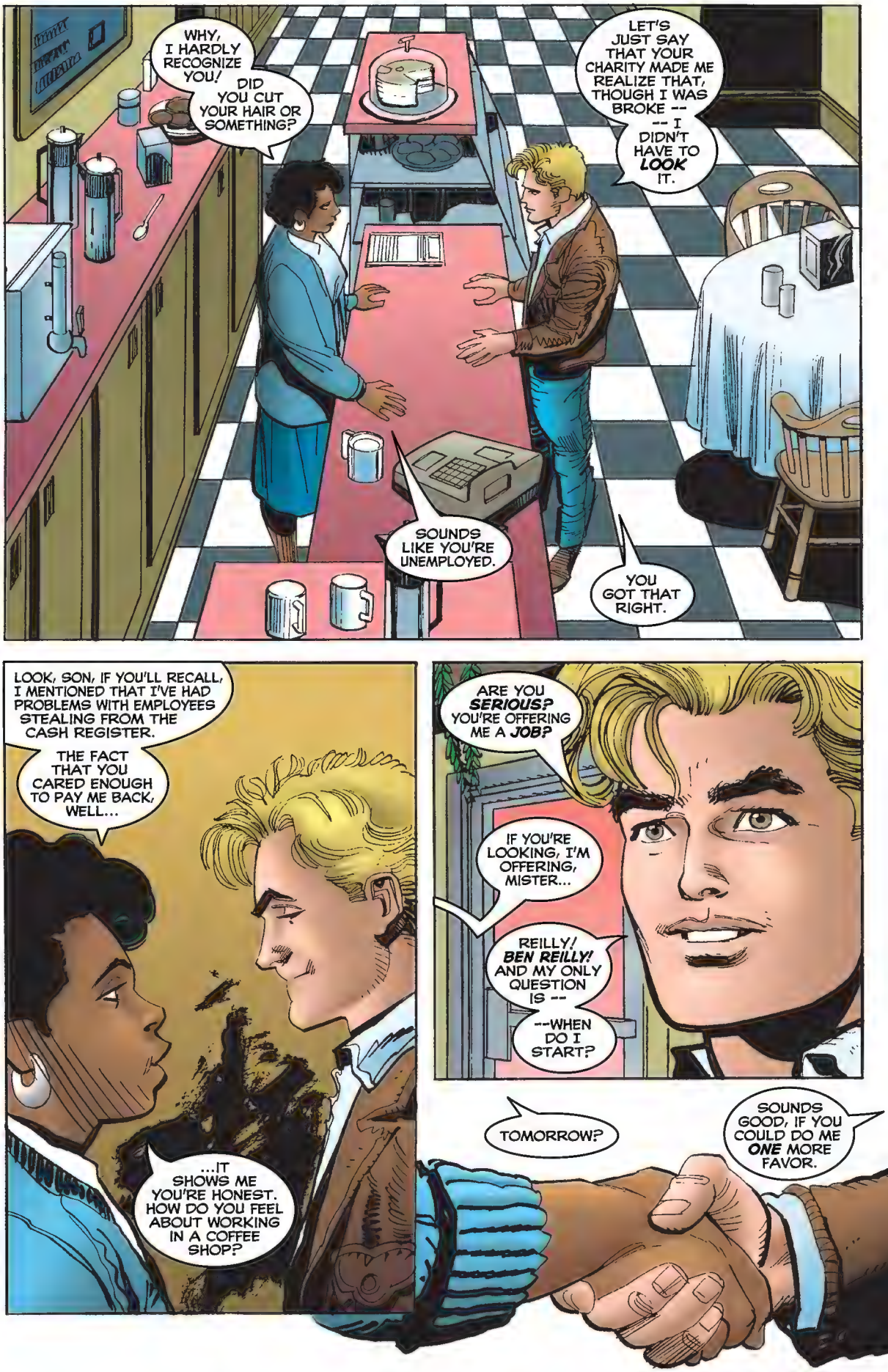
DOC! TWIST TO YOUR LEFT OR YOU'LL MISS THE WEB-CUSHION!
I... I CAN TRY!
HEY! IT WORKED!
I BET WE'LL BE SEEING HIGHLIGHTS OF THIS MANEUVER ON "INSIDE SUPER HEROES" EVERY DAY FOR A WEEK!
POOF
NOT BAD FOR THE NEW SPIDER-MAN'S FIRST CASE!
MAYBE I SHOULD QUIT WHILE I'M BATTING 1,000!
SPIDER-MAN! THE DIT-CHIP IS ROLLING AWAY! IT MUST BE RETRIEVED OR --!
I KNOW, I KNOW! THE FATE OF CIVILIZATION AS WE KNOW IT IS HANGING ON THAT CHIP!
SHEESH! I'M SICK OF THESE COMPUTER CHIP CAPERS!
DOESN'T ANYBODY HEIST JEWELRY ANYMORE?

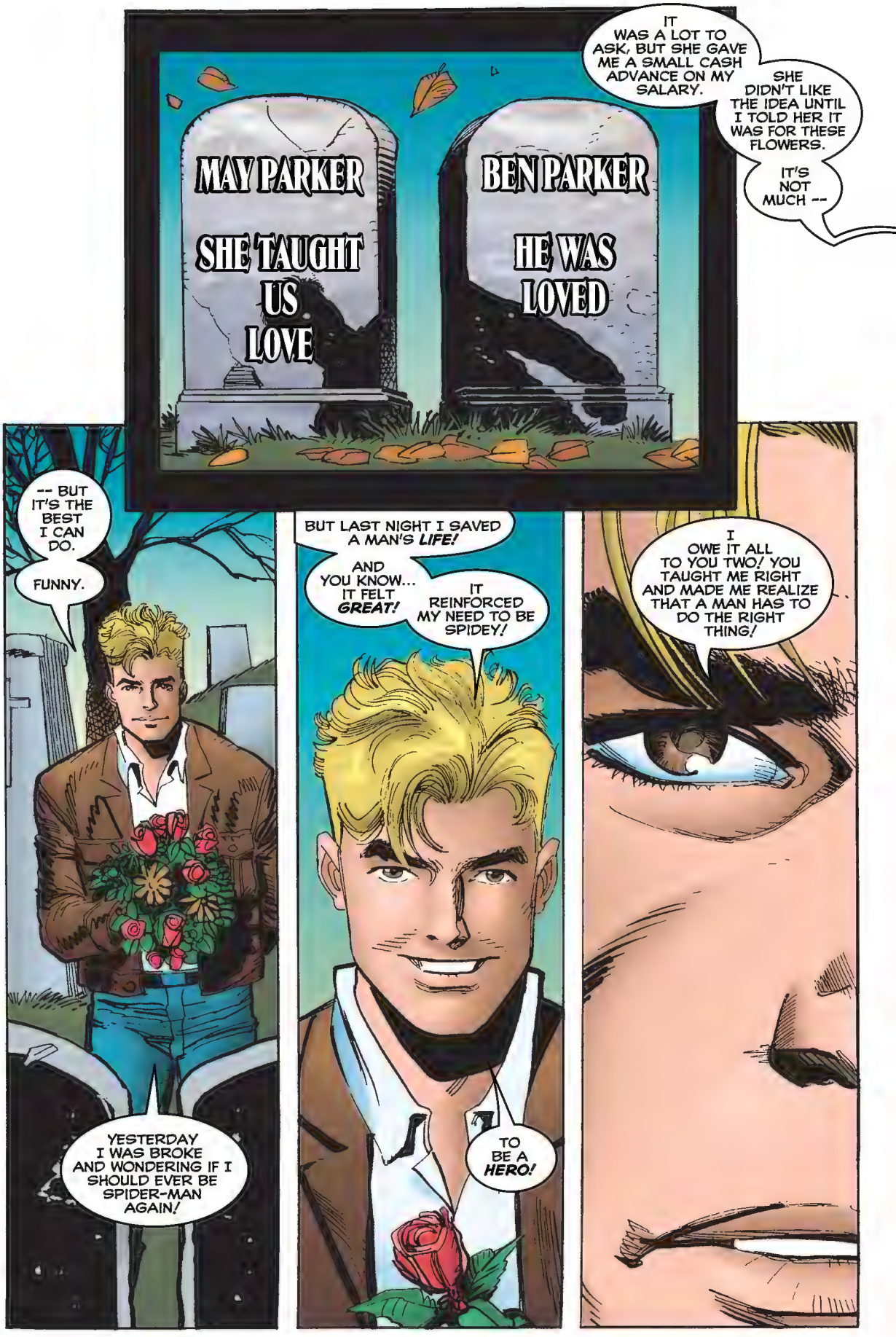

REEEP
REEEP
HEY! IT'S THOSE TWO MECHANICAL CRITTERS THAT ARMADA LAUNCHED JUST BEFORE I WEBBED HIM UP!
DON'T TELL ME THEY'RE GOING TO --
AW, CRIPES! THEY TOOK IT! AND THEY'RE MOVING WAAYYY TOO FAST FOR ME TO FOLLOW!
REEEP
IF ONLY I WASN'T OUT OF WEB FLUID I COULD HAVE BAGGED THEM EASY!
LOOKS LIKE MY AVERAGE JUST DROPPED TO .500!
SPIDER-MAN!
THAT ARMADA CHARACTER APPEARS UNCONSCIOUS!
SO HE ISN'T CONTROLLING THOSE PETS OF HIS!
THAT MUST MEAN THEY'RE TAKING THAT CHIP OF YOURS TO SOMEONE ELSE!
WHAT'S THE DEAL WITH THE CHIP ANYWAY, DOC?
WE'RE EXPERIMENTING WITH A NEW BROADCASTING TECHNIQUE! IT'S FAR FROM PERFECT --
-- BUT IT COULD REVOLUTIONIZE TELEVISION BEYOND RECOGNITION!

LOOK, DOC, I'LL KEEP MY PEEPERS PEELED FOR YOUR CHIP! IF I CHASE IT DOWN, I'LL BE SURE TO BRING IT BACK!
SPIDER-MAN, I CAN'T THANK YOU ENOUGH FOR SAVING MY LIFE! I FEEL LIKE I SHOULD DO SOMETHING TO EXPRESS MY GRATITUDE!
HERE! HERE'S ALL THE MONEY I HAVE ON ME! THERE'S AT LEAST ONE HUNDRED DOLLARS HERE.
PLEASE TAKE IT!
SORRY, DOC, BUT MY CONTRACT DOESN'T ALLOW ME TO TAKE CASH GIFTS.
BUT NOW THAT YOU MENTION IT...
...I DO OWE A LADY TWENTY-FIVE CENTS. IF YOU COULD SPARE TWO BITS...
...I'D BE A HAPPY LITTLE SPIDER!
ANY TIME, SPIDER-MAN, ANY TIME.
THANKS FOR THE QUARTER, DOC, AND REST ASSURED--
"--THAT I'LL DO MY BEST TO FIND YOUR DIT-CHIP."
Ah, YOUR MASTER HAS TRAINED YOU WELL. DESPITE THE INTERFERENCE OF THAT MEDDLESOME WALL-CRAWLER--
--ARMADA HAS FULFILLED HIS MISSION!

WE SHALL MEET AGAIN SOON ENOUGH, SPIDER-MAN.
AND WHEN WE DO YOU'LL RUE THE DAY--
-- THAT YOU EVER CROSSED THE PATH OF
MYSTERIO!

I spent the better part of the night looking for the chip, but didn't have any luck.
By morning, I had other matters to resolve.
The Daily Grind
Like squaring a debt with a lady who did me a favor.
GOOD MORNING!
LIKEWISE! WHAT CAN I GET YOU?
A TALL LATTE PERHAPS?
They say you can't judge a book from its cover, but that isn't always true.
NO COFFEE THIS MORNING MA'AM.
This woman radiates warmth and goodness like few others.
WHEN I WAS IN YESTERDAY, YOU WERE NICE ENOUGH TO FLOAT ME A QUARTER.
I'M HERE TO PAY IT BACK, AND BELIEVE ME WHEN I SAY THAT IF I HAD THE MONEY--
-- I'D TOP IT OFF WITH A LITTLE INTEREST!
SAINTS ALIVE! I NEVER EXPECTED YOU TO COME BACK!

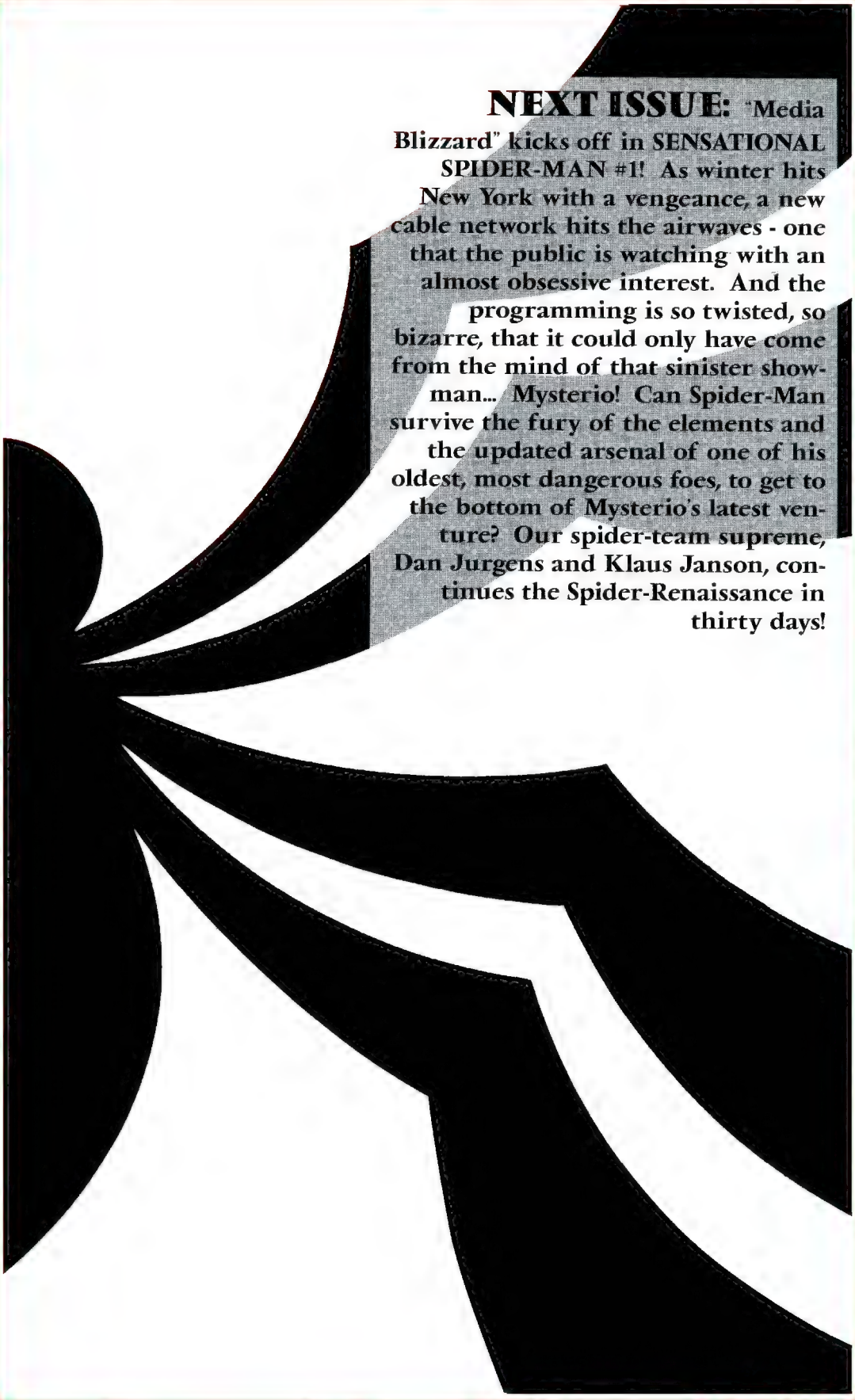

WHY, I HARDLY RECOGNIZE YOU! DID YOU CUT YOUR HAIR OR SOMETHING?
LET'S JUST SAY THAT YOUR CHARITY MADE ME REALIZE THAT, THOUGH I WAS BROKE --
-- I DIDN'T HAVE TO LOOK IT.
SOUNDS LIKE YOU'RE UNEMPLOYED.
YOU GOT THAT RIGHT.
LOOK, SON, IF YOU'LL RECALL, I MENTIONED THAT I'VE HAD PROBLEMS WITH EMPLOYEES STEALING FROM THE CASH REGISTER.
THE FACT THAT YOU CARED ENOUGH TO PAY ME BACK, WELL...
...IT SHOWS ME YOU'RE HONEST. HOW DO YOU FEEL ABOUT WORKING IN A COFFEE SHOP?
ARE YOU SERIOUS? YOU'RE OFFERING ME A JOB?
IF YOU'RE LOOKING, I'M OFFERING, MISTER...
REILLY! BEN REILLY! AND MY ONLY QUESTION IS --
--WHEN DO I START?
TOMORROW?
SOUNDS GOOD, IF YOU COULD DO ME ONE MORE FAVOR.


MAY PARKER
SHE TAUGHT US LOVE
BEN PARKER
HE WAS LOVED
IT WAS A LOT TO ASK, BUT SHE GAVE ME A SMALL CASH ADVANCE ON MY SALARY.
SHE DIDN'T LIKE THE IDEA UNTIL I TOLD HER IT WAS FOR THESE FLOWERS.
IT'S NOT MUCH --
-- BUT IT'S THE BEST I CAN DO.
FUNNY.
YESTERDAY I WAS BROKE AND WONDERING IF I SHOULD EVER BE SPIDER-MAN AGAIN!
BUT LAST NIGHT I SAVED A MAN'S LIFE!
AND YOU KNOW... IT FELT GREAT!
IT REINFORCED MY NEED TO BE SPIDEY!
TO BE A HERO!
I OWE IT ALL TO YOU TWO! YOU TAUGHT ME RIGHT AND MADE ME REALIZE THAT A MAN HAS TO DO THE RIGHT THING!

TAKE CARE, AUNT MAY. YOU TOO, UNCLE BEN. THANKS TO YOU, I'VE COME TO ACCEPT SOMETHING I LEARNED LONG AGO --
--WITH GREAT POWER COMES GREAT RESPONSIBILITY!
THANKS TO YOU --
-- SPIDER-MAN SWINGS AGAIN!
MAY PARKER
SHE TAUGHT US LOVE
BEN PARKER
HE WAS LOVED
THE BEGINNING.

Dan Jurgens
writer/penciler
Klaus Janson
inker
Gregory Wright
colorist
Richard Starkings/Comicraft
letterer
Mark Bernardo
assistant editor
Bob Budiansky
editor
New Spider-Man costume
designed by Mark Bagley

NEXT ISSUE: "Media Blizzard" kicks off in SENSATIONAL SPIDER-MAN #1! As winter hits New York with a vengeance, a new cable network hits the airwaves - one that the public is watching with an almost obsessive interest. And the programming is so twisted, so bizarre, that it could only have come from the mind of that sinister showman... Mysterio! Can Spider-Man survive the fury of the elements and the updated arsenal of one of his oldest, most dangerous foes, to get to the bottom of Mysterio's latest venture? Our spider-team supreme, Dan Jurgens and Klaus Janson, continues the Spider-Renaissance in thirty days!



SENSATIONAL SPIDER-MAN #0 LENTICULAR COVER

SENSATIONAL SPIDER-MAN #0 RED VARIANT LENTICULAR COVER

WEB OF SCARLET SPIDER #1
DIRECT-EDITION COVER

AMAZING SCARLET SPIDER #1
DIRECT-EDITION COVER

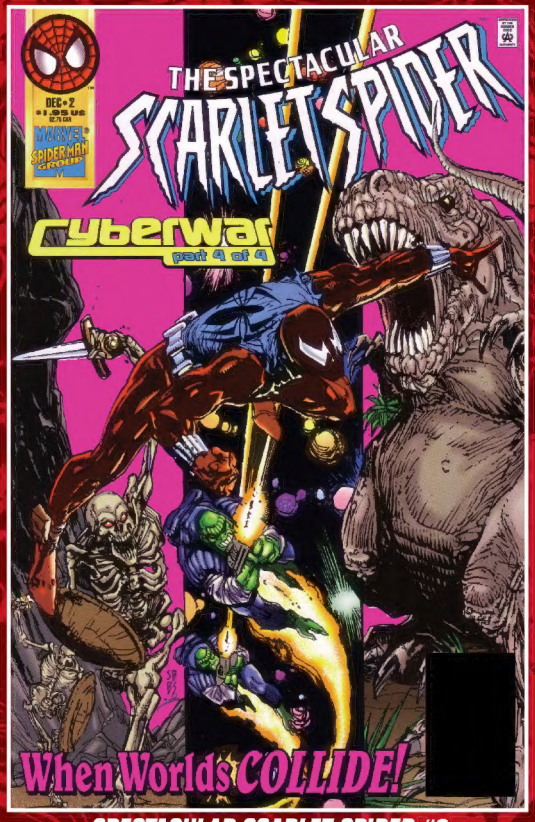
SCARLET SPIDER #1
DIRECT-EDITION COVER

SPECTACULAR SCARLET SPIDER #1
DIRECT-EDITION COVER

WEB OF SCARLET SPIDER #2
DIRECT-EDITION COVER

AMAZING SCARLET SPIDER #2
DIRECT-EDITION COVER

SCARLET SPIDER #2
DIRECT-EDITION COVER



SPECTACULAR SCARLET SPIDER #2
DIRECT-EDITION COVER

A NEW BEGINNING!

When Peter Parker learns he's a clone, he retires as Spider-Man, leaving Ben Reilly to take up the slack as the new web-slinger in town: the Scarlet Spider! And there's no shortage of foes waiting to fight him — including the new Dr. Octopus and Green Goblin, the High Evolutionary and his Animen, Joystick, Alistair Smythe and his Cyber-Slayers, Armada, the Looter and a virtual reality Scarlet Spider! Plus: The Scarlet Spider's adventures with the New Warriors and a dramatic turning point for Ben Reilly!

Collecting *Amazing Scarlet Spider #1-2, Green Goblin #3, New Warriors (1990) #65-66, Scarlet Spider #1-2, Scarlet Spider Unlimited #1, Sensational Spider-Man (1996) #0, Spectacular Scarlet Spider #1-2, Spider-Man: The Parker Years #1, Web of Scarlet Spider #1-2* and *Wizard Mini-Comic #3: Sensational Spider-Man* — written by Tom DeFalco, Mike Lackey, Howard Mackie, Todd Dezago, Glenn Herdling, Evan Skolnick and Dan Jurgens; and illustrated by Mark Bagley, Sal Buscema, Dan Jurgens, Gil Kane, Paris Karounos, Scott McDaniel, Tom Morgan, John Romita Jr., Tod Smith, Joe St. Pierre and Patrick Zircher.